



CIN: L15421MP2011PLC027287  
GSTIN: 23AAGCP3350D1ZW

# Parvati Sweetners And Power Limited

Registered Office: Hall No. 2. Shopping Complex, Gomantika Parisar, Jawahar Chowk,  
Bhopal- 462003 (MP) Ph. No. 0755 – 4236666, Email: info@parvatisweetners.com

Date: 18<sup>th</sup> September, 2020

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Scrip Code: 541347

Symbol: PARVATI

ISIN: INE295Z01015

Dear Sir(s),

**Subject: Postal Ballot Notice Dated September 15, 2020**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated September 15, 2020 as sent to the members on their registered email address, seeking approval for the following special business as set out in the said postal ballot notice.

1. To consider and approve the Issuance & Allotment of 2,91,46,084 Equity Shares on Preferential Basis in the following manner -
  - A. Issuance & Allotment of 2,20,60,694 equity shares for Cash and
  - B. Issuance & Allotment of 70,85,390 equity shares for Other than Cash (Conversion of Unsecured Loan)

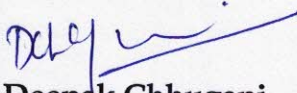
The voting period begins on 19<sup>th</sup> September, 2020 at 9:00 AM and ends on 18<sup>th</sup> October, 2020 at 5:00 PM

We request you to kindly take the above information on records.

Thanking You

Yours Faithfully

For Parvati Sweetners and Power Limited

  
Deepak Chhugani  
Company Secretary





**PARVATI SWEETNERS AND POWER LIMITED**  
**CIN: L15421MP2011PLC027287**  
**Registered Office: Hall No. 2, Gomantika Parisar,**  
**Shopping Complex Jawahar Chowk Bhopal MP 462003**  
**Tel: 755-4009254**  
**Website: [www.parvatisweetners.co.in](http://www.parvatisweetners.co.in)**  
**Email: [info@parvatisweetners.com](mailto:info@parvatisweetners.com)**

## **TO THE MEMBERS OF THE COMPANY**

### **Notice pursuant to Section 110 of Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the Parvati Sweetners & Power limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot till further orders, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository/depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

## **SPECIAL BUSINESS**

### **Item No. 1**

**To consider and approve the Issuance & Allotment of 2,91,46,084 Equity Shares on Preferential Basis in the following manner -**

- A. Issuance & Allotment of 2,20,60,694 equity shares for Cash and**
- B. Issuance & Allotment of 70,85,390 equity shares for Other than Cash (Conversion of Unsecured Loan)**

**To consider and, if thought fit, pass the following resolution as SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a

preferential basis, 2,91,46,084 (Two Crores Ninety One Lakhs Forty Six Thousand and Eighty Four) equity shares of face value INRs. 5/- each ("Equity Shares") for at a price of INRs. 5/- each, to following below mentioned prospective allottees in one or more tranches, for a total consideration of up to INRs. 14,57,30,420 (Fourteen Crore Fifty Seven Lakhs Thirty Thousand Four Hundred and Twenty) provided that the minimum price of equity shares so issued shall not be less than the price arrived at, in accordance with Chapter VII of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached and as Board may deemed fit in its absolute discretion.

S. No.	Proposed Allottees	Category	PAN	No. of Equity shares	Consideration
01	M/s Kalchuri Contractors Limited	Promoter	AADCK0016E	35,42,695	Other than Cash (Conversion of Unsecured Loan)
02	M/s Ananjay Construction and Contracts Private Limited	Promoter	AAKCA6996J	35,42,695	Other than Cash (Conversion of Unsecured Loan)
03	Mr. Yogesh Chouksey	Public	AHDPC7061R	22,06,070	Cash
04	Mr. Jitendra Rawat	Public	ARTPR7003A	22,06,070	Cash
05	Mr. Vijay Suryawansi	Public	AJAPS5221L	88,24,277	Cash
06	Mr. Parth Suryawansi	Public	GNOPS0806R	88,24,277	Cash
<b>TOTAL</b>				<b>2,91,46,084</b>	

**RESOLVED FURTHER THAT** the relevant date for determining the Price for the purpose of the Preferential Allotment in accordance with the SEBI Regulations shall be the 18th September, 2020 the date 30 days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Form or remote electronic voting.

**RESOLVED FURTHER THAT** the allotment of up to 2,91,46,084 (Two Crores Ninety One Lakhs Forty Six Thousand and Eighty Four) equity shares of the Company of the face value of Rs. 05 (Rupees Five) each to prospective allottees shall be on such terms and conditions as may be determined by the Board including in accordance with the Companies Act,2013 and the ICDR Regulations and other SEBI Regulations including but not limited to the following:

- I. The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority / Stock Exchanges/the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- II. The Equity Shares so offered and allotted to the Subscriber shall be in dematerialised form.
- III. The Equity Shares being allotted to the Subscriber shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE Limited ('BSE') and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including dividend.

- IV. The Equity Shares shall remain locked-in from the date of receipt of trading approvals and for such periods as specified under Chapter VII of the ICDR Regulations.
- V. The 2,20,06,694 Equity Shares so offered, issued and allotted to the Subscriber, are being issued for cash and 70,85,390 Equity Shares so offered, issued and allotted to the Subscriber, are being issued for other than cash (conversion of unsecured loan).
- VI. Pre Preferential holdings of the Subscriber to whom the securities are proposed to be allotted shall remain locked in from such date and for such periods as specified under the ICDR Regulations.
- VII. The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved here in above.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Investors inviting them to subscribe to the Equity Shares and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the Company hereby takes note of the attached certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary of the Company be and are hereby jointly and severally authorized to issue letter of offer to the Proposed Allottees and to do all such acts, deeds, matters and things as they may, in their discretion, deem necessary, desirable or expedient, to execute any documents and/or agreements as may be required in this regard, to do acts and deeds which may be deemed necessary to implement the aforesaid resolution and provide the absolute authority to resolve all the doubts, questions, relating thereto from time to time without seeking any further approval of the members of the Company.

**Place: Bhopal**  
**Date: 15<sup>th</sup> September, 2020**

**By order of the Board of Directors**  
**For Parvati Sweetners & Power Limited**

**Sd/-**  
**Deepak Chhugani**  
**Company Secretary**

## NOTES:

1. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 11th September, 2020 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link In time India Private Limited ("RTA").
2. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
3. Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
4. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 18th October 2020 in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
5. A member cannot exercise his vote by proxy on Postal Ballot.
6. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in State.
7. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CSDL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or the Company Secretary at the contact details given hereinabove or at [info@parvatisweetners.com](mailto:info@parvatisweetners.com).
8. The Postal Ballot Notice is also placed on the website of the Company [www.bluestarindia.com](http://www.bluestarindia.com) and website of CSDL [www.evotingindia.com](http://www.evotingindia.com).

9. The Board has appointed Mr Piyush Bindal (Membership No. FCS 6749 & CP No. 7442) of M/s Piyush Bindal & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or Company Secretary of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary on or before 20th October, 2020.
10. The results of the postal ballot will be placed on the Company's website at [www.parvatisweetners.co.in](http://www.parvatisweetners.co.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited , in accordance with the provisions of SEBI Listing Regulations.
11. The last date specified by the Company for remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

## VOTING THROUGH ELECTRONIC MEANS

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th September, 2020 at 9:00 AM and ends on 18th October, 2020 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 11th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> 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"> <li>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).</li> </ul>

- (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 for the relevant Parvati Sweetners & 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, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@parvatisweetners.com](mailto:info@parvatisweetners.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058738 / 022-23058542/43.

**Place: Bhopal**  
**Date: 15<sup>st</sup> September, 2020**

**By order of the Board of Directors**  
**For Parvati Sweetners & Power Limited**

Sd/-

**Deepak Chhugani**  
**Company Secretary**

**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 SEPTEMBER 15, 2020**

**Item no. 01**

The Board of Directors at their meeting held on 15th September, 2020, on the request letter received from the two members of the Promoter group i.e. M/s Kalchuri Contractors Limited and M/s Ananjay Construction and Contracts Private Limited (proposed allottee), wherein they have requested to Company either to make payment of their outstanding unsecured loan or to convert their loan into equity shares and it was also consider in the same meeting that the Company needs more funds for expansion of business and the Board of Directors has identified some investors who are ready to infuse the funds into the Company. Therefore, the Board has approved the proposal for creation, offer, issue and allotment of 2,91,46,084 (Two Crores Ninety One Lakhs Fourty Six Thousand and Eighty Four) at a price of Rs. 5.00/- per equity share for an aggregate consideration of INRs. 14,57,30,420 (Fourteen Crore Fifty Seven Lakhs Thrity Thousand Four Hundred and Twenty) by way of issue of equity shares on preferential basis to proposed allottees subject to the necessary approvals.

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The Information as required under SEBI (ICDR) Regulations, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 & Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 for the proposed Preferential Issue is as under:

<b>1.</b>	<b>The objects of the issue</b>	<p>The object of the proposed Preferential Issue is to augment the resources of the Company for general corporate and capacity expansion and other such purposes permitted by the applicable law and approved by the Board of the Company and the two members of the promoters group have also requested to make payment of outstanding unsecured loan or to convert their loan into equity.</p> <p>Since the Company requires funds and the present market condition is not favourable for raising funds through loans, therefore the identified allottees from the public category have decided to infuse funds into the Company around INRs. 11,03,03,470/- (Eleven Crores Three Lakhs Three Thousand Four Hundred Seventy Only) by a way of subscription to the equity capital of the Company and the</p>
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		unsecured loan amounting to INRs. 3,54,26,950 (Three Crores Fifty Four lakhs Twenty Six Thousand Nine hundred and fifty) is to be converted into equity shares of the Company.
<b>2.</b>	<b>Kinds of Securities to be offered and issued and the price</b>	The resolution set out in the accompanying notice authorizes the Board to issue to the Proposed Allottee upto 2,91,46,084 (Two Crore Ninety One Lakh Forty Six Thousand Eighty Four only) each of the Company on preferential basis (the "Preferential Issue") to proposed allottees at a price of Rs. 5/- per Share for an aggregate consideration of INRs. 14,57,30,420 (Indian Rupees Fourteen Crore Fifty Seven Lakhs Thirty Thousand Four Hundred and Twenty) in such manner and on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (Initial Capital and Disclosure Requirements) Regulations, 2009 and the amendment thereof.
<b>3.</b>	<b>Proposal of Promoters/Directors/Key Managerial Personnel of the Company to subscribe to the offer:</b>	The allotment is proposed to be made to the two members of the Promoter Group of the Company and certain other investors from the public category.
<b>4.</b>	<b>Relevant Date with reference to which the price has been arrived ("Relevant Date")</b>	The relevant date for determining the Price for the purpose of the Preferential Allotment in accordance with the SEBI Regulations shall be the 18th September, 2020 the date 30 days prior to the date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Form or remote electronic voting.
<b>5.</b>	<b>Basis on which the price has been arrived</b>	The Equity Shares price pursuant to the Preferential Issue shall be the price calculated in terms of Regulation 164 & 165 of the SEBI ICDR, Regulations and the same has been reported by the Independent registered Valuer in its report.  The price arrived from the above calculation is Rs. 2.05/- per shares which is lower than the face value of the Share i.e. Rs. 5.00/- so it was decided by the Board to issue the shares at face value i.e. Rs 5.00/- per share.
<b>6.</b>	<b>Justification for the allotment proposed to be made for consideration other</b>	The Company has proposed to issue 2,91,46,084 (Two Crore Ninety One Lakh Forty Six Thousand Eighty Four only) each of the Company on preferential basis (the "Preferential Issue") to proposed allottees at a price of Rs. 5/- per Share

	<b>than cash with valuation report of the registered valuer:</b>	<p>for an aggregate consideration of INRs. 14,57,30,420 (Indian Rupees Fourteen Crore Fifty Seven Lakhs Thirty Thousand Four Hundred and Twenty) in which -</p> <p>A. Issuance &amp; Allotment of 2,20,60,694 equity shares for Cash and</p> <p>B. Issuance &amp; Allotment of 70,85,390 equity shares for Other than Cash (Conversion of Unsecured Loan)</p> <p>As the proposed allotment of equity shares is conversion of loan amount received by the Company from the proposed allottee.</p>
<b>7.</b>	<b>The proposed time within which the allotment shall be completed</b>	The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of special resolution or when the allotment on preferential issue requires any approval by any regulatory authority like stock exchange or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.
<b>8.</b>	<b>Amount which the Company intends to raise by way of such securities</b>	As the Company is issuing 2,20,60,694 equity shares at a price of Rs. 05/- per share for an aggregate cash consideration of INRs. 11,03,03,470/- and 70,85,390 equity shares for the consideration other than cash for the conversion of unsecured loan taken from the promoters of the Company for an aggregated of INRs. 3,54,26,950 (Three Crores Fifty Four lakhs Twenty Six Thousand Nine hundred and fifty) is to be converted into equity shares of the Company.
<b>9.</b>	<b>Change in Control</b>	There shall be no change in the control or management of the Company pursuant to the issue of equity shares to the promoters on preferential basis.
<b>10.</b>	<b>Lock-In Requirements</b>	The shares to be allotted on preferential basis shall be locked in as per the provisions of the SEBI (ICDR) Regulations.
<b>11.</b>	<b>Transferability period</b>	The Equity Shares allotted on a preferential basis shall not be transferred by the Investor until trading approval is granted by the Stock Exchanges.
<b>12.</b>	<b>Auditors' Certificate</b>	M/s. Khare Pamecha & Company, Chartered Accountants, Bhopal the Statutory Auditors of the Company is certifying that the preferential issue is being made in accordance with the requirements contained in SEBI Regulations is attached with this notice.

<b>13.</b>	<b>The Class or classes of person to whom the allotment is proposed to be made</b>	<b>Sr No.</b>	<b>Name of the Proposed Allottee</b>	<b>Category</b>	<b>Pre issue no. of Shares held</b>	<b>% of pre preferential offer capital</b>	<b>Post issue no. of Shares held</b>	<b>% of post preferential offer capital</b>
		01	M/s Kalchuri Contractors Limited	Promoter	22,088,811	31.18	25,631,506	25.63
		02	M/s Ananjay Construction and Contracts Private Limited	Promoter	7,765,124	10.96	11,307,819	11.31
		03	Mr. Yogesh Chouksey	Public	--	--	2,206,070	2.21
		04	Mr. Jitendra Rawat	Public	--	--	2,206,070	2.21
		05	Mr. Vijay Suryawansi	Public	--	--	8,824,277	8.82
		06	Mr. Parth Suryawanshi	Public	--	--	8,824,277	8.82
<b>14.</b>	<b>The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</b>	<b>Sr No.</b>	<b>Name of the Proposed Allottee</b>	<b>% of post preferential offer capital</b>				
		01	M/s Kalchuri Contractors Limited	25.63				
		02	M/s Ananjay Construction and Contracts Private Limited	11.31				
		03	Mr. Yogesh Chouksey	2.21				
		04	Mr. Jitendra Rawat	2.21				
		05	Mr. Vijay Suryawansi	8.82				
		06	Mr. Parth Suryawanshi	8.82				
<b>15.</b>	<b>Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price</b>	<b>NIL</b>						
<b>16.</b>	<b>The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted</b>	No individual holds majority of the shares in the proposed allottee's M/s Kalchuri Contractors Limited and M/s Ananjay Construction and Contracts Private Limited as per Section 90 of the Companies Act, 2013 and rules made thereunder and therefore there are no such ultimate						

	<b>and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the Preferential Issue</b>	beneficial owners of the shares proposed to be allotted to the proposed allottee's M/s Kalchuri Contractors Limited and M/s Ananjay Construction and Contracts Private Limited as per Regulation 163(1)(f) of the SEBI (ICDR) Regulations, 2018  For Other Proposed Allottees, details are not required to be mentioned as they are the natural person.
<b>17.</b>	<b>Requirements as to re-computation of price:</b>	Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of ICDR Regulations.
<b>18.</b>	<b>Disclosure pursuant to the provisions of Part G of Schedule VIII of SEBI (ICDR) Regulations 2009:</b>	It is hereby declared that neither the company nor its promoters and directors are wilful defaulters and hence providing disclosures specified in Regulation 4(6) read with Part G of Schedule VIII of SEBI (ICDR) Regulations 2009 does not arise.

**Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:**

Category Code	Category of Shareholder	Pre-issue		Post-issue	
		Pre-issue Share held	% of total holding	Post Issue shares held	% to total holding
(A)	Promoters Holding				
1	Indian				
	Individuals/HUF	9637040	13.60	9637040	9.64
	Bodies Corporate	36894364	52.07	43979754	43.98
	<b>Sub Total</b>	<b>46531404</b>	<b>65.67</b>	<b>53616794</b>	<b>53.62</b>
2	Foreign Promoters	--	--	--	--
	<b>Sub Total (A)</b>	<b>46531404</b>	<b>65.67</b>	<b>53616794</b>	<b>53.62</b>
(B)	Non Promoters				



	Holding				
1	Institutional investors	0	0	0	0
2	Non-Institutions	-	-	-	-
	Indian Public	24322513	34.33	46383207	46.38
	<b>Sub Total (B)</b>	<b>24322513</b>	<b>34.33</b>	46383207	<b>46.38</b>
	<b>Grand Total</b>	<b>70853917</b>	<b>100.00</b>	<b>100000001</b>	<b>100.00</b>

Your directors requested you to pass this resolution by way of special resolution.

The Directors/key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice only to the extent of shares held by them, if any, in the Company.

Place: Bhopal  
Date: 15<sup>th</sup> September, 2020

By order of the Board of Directors  
For Parvati Sweetners & Power Limited

Sd/-  
Deepak Chhugani  
Company Secretary