

Date: 05th September, 2022

To,
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001.

Sub: Notice of 37th Annual General Meeting to be held on 30th September, 2022 at 11.00 AM
Company: Paramount Cosmetics (India) Limited

Scrip Code: "PARMCOS - B" [Scrip # 507970]

Dear Sir / Madam,

In compliance with the provisions of Regulations 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 37th Annual General Meeting of the company will be held on Friday 30th September, 2022 at 11.00 AM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India ("Relevant Circulars").

The share transfer book and Register of Members (Book Closure) would remain close from Saturday 24th September, 2022 to Friday 30th September, 2022 for the purpose of 37th Annual General Meeting of the company.

In compliance with the relevant circulars, the Annual Report for the Financial year 2021-22, comprising the Notice of the 37th AGM and the audited financial statement for the financial year 2021-22, along with Board's Report, Auditors' Report and other documents required to be attached thereto, will be sent in electronic mode to all the members of the Company whose email addresses are registered with the Company/Company's Registrar and Transfer Agent.

Kindly take the same on your records.
Thanking You.

Yours Faithfully,

For Paramount Cosmetics (India) Limited



Hena Shah
Company Secretary & Compliance Officer
Place: Bangalore

PARAMOUNT COSMETICS (INDIA) LIMITED
CIN: L24240GJ1985PLC008282
Regd. Office: Plot No. 165/B-15 & 16, 2nd Phase G.I.D.C, Vapi, District Valsad, Gujarat - 396195
Corp. office: 902-904, 9th Floor, Prestige Meridian-1, 29 M.G. Road,
Bangalore-560001
Tel: 080-25320870 / 71 / 25327357
Email: compliance.officer@paramount.com
website : www.paramount.com



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Seventh Annual General Meeting (37TH)** of the Members of **Paramount Cosmetics (India) Limited** ("Company") will be held on Friday, September 30, 2022 at 11:00 AM through Video Conferencing/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2022 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. To re-appoint a director in place of Ms. Aartii Topiwaala (DIN – 03487105), who retires by rotating and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and approve the Material Related Party Transaction between the Company and Paramount Kum Kum Private Limited:**

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Paramount Kum Kum Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Paramount Kum Kum Private Limited for an aggregate value amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only) per financial year and will be valid till period of 5 Financial Years from Financial Year 2022-23 till end of the financial year 2026-27 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s), Managing Director or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Managing Director, Chief Financial Officer, Company Secretary or any other officer / authorized representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect

and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard.”

4. To consider and approve the Material Related Party Transaction between the Company and Farmous Foods Private Limited:

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company’s Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Farmous Foods Private Limited, a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and Farmous Foods Private Limited for an aggregate value amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) per financial year, and will be valid till period of 5 Financial Years from Financial Year 2022-23 till end of the financial year 2026-27 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s), Managing Director or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Managing Director, Chief Financial Officer, Company Secretary or any other officer / authorized representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard.”

5. To consider and approve the Material Related Party Transaction between the Company and InfectionsShield Biotech Private Limited:

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

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, the Company’s Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and InfectionsShield Biotech Private Limited, a ‘Related Party’ of the Company, on such terms and conditions as may be mutually agreed between the Company and InfectionsShield Biotech Private Limited for an aggregate value amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) per Financial Year and will be valid till period of 5 Financial Years from Financial Year 2022-23 till end of the financial year 2026-27 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm’s length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s) , Managing Director or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Managing Director, Chief Financial Officer, Company Secretary or any other officer / authorized representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard.”

6. To Consider and Approve the Material Related Party Transaction Between the Company And Aiyon Products Private Limited:

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and Section 2(76), 188 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and

other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to authorise the Board of directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the explanatory statement, between the Company and Aiyon Products Private Limited, a 'Related Party' of the Company, on such terms and conditions as may be mutually agreed between the Company and Aiyon Products Private Limited for an aggregate value amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) per financial year and will be valid till period of 5 Financial Years from Financial Year 2022-23 till end of the financial year 2026-27 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT any director(s), Managing Director or KMP of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Managing Director, Chief Financial Officer, Company Secretary or any other officer / authorized representative of the Company, without being required to seek further consent from the members and that the members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect and for the purpose of giving effect to this resolution, any director(s) or KMP be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable fit and to settle any question, difficulty, doubt that may arise in this regard."

7. Alteration of the Object Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable Rules and Regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the company be and is hereby accorded for effecting the alterations in the existing Object Clause of the Memorandum of Association ("the MOA") of the company in the following manner:

Clause III of the MOA be altered by adding sub-clause A (2) and (3) after sub-clause A (1) :

2. To do and carry on the business of buying, distributing, reselling, importing, exporting and trading of all kinds of goods finished, semi-finished , raw material items, articles, merchandise , products such as food products, anti-infection products , industrial, chemical, machinery, equipment's, capital goods or any other items capable of purchasing, selling, importing, exporting and trading and to be appointed as agents/or distributors on commission, allowance , retainer ship.

3. To act as a seller & distributor and to perform all the functions and undertakes all activities concerned therewith.

FURTHER RESOLVED THAT any director(s), Managing Director or KMP of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or incidental in this regard to give effect to the aforesaid resolution including filing of all the necessary e-Forms with the Registrar of Companies, Ahmedabad.”

8. Adoption of a new set of Memorandum of Association (MOA) of the Company as per Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the Company with new sets of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT any director(s), Managing Director or KMP of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or incidental in this regard to give effect to the aforesaid resolution including filing of all the necessary e-Forms with the Registrar of Companies, Ahmedabad.”

9. Adoption of new set of Articles Of Association (AOA) of the Company as per Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company (AOA) with new sets of Articles of Association (AOA) as per the provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT any director(s), Managing Director or KMP, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or incidental in this regard to give effect to the aforesaid resolution including filing of all the necessary e-Forms with the Registrar of Companies, Ahmedabad.”

By Order of the Board
Paramount Cosmetics (India) Limited
Sd/-
Hiitesh Topiiwaalla
Managing Director
DIN: 01603345
Place: Bangalore
Date: 24.08.2022

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated 5th May, 2020, General Circular nos. 02/2021 and 21/2021 dated 13th January, 2021, 14th December, 2021 and General Circular No. 02/2022 dated 5th May, 2022 respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. A Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this E-AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since the AGM will be held through VC, the Route Map is not relevant and not annexed to this Notice.
4. Corporate members intending to send their authorised representative to attend the Annual General Meeting (AGM) are requested to send Certified Copy of the Resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September 2022 to Friday, 30th September 2022 (both days inclusive), in terms of Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.
6. In accordance with the Companies Act, 2013, one-third of the directors who are liable to retire by rotation, if eligible, offer themselves for re-appointment at the AGM.
7. Members are requested to notify immediately of any change in their address to the Company’s Registrar and Share Transfer Agent. Members holding shares in electronic form are advised to notify any change in their address to the concerned depository participant.
8. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of Shares or any other Share related matters and/or change in address, furnishing of details of their bank accounts or updation thereof, to Company’s Registrar - **BgSE Financials Limited**, Stock Exchange Towers, No. 51, 1st Cross, J. C. Road, Bangalore – 560027. Ph. No. 080 41329661. E-mail: rta_admin@bfsi.co.in or manager_rta@bfsi.co.in
9. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means (**e-voting & remote e-voting**).
10. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 23rd September 2022 i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice.
11. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on Friday, 23rd September 2022, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or compliance.officer@parammount.com.

12. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27th September 2022 and will end at 5.00 p.m. on Thursday, 29th September 2022. The e-voting module shall be disabled by CDSL for voting thereafter.
13. The facility for voting, through ballot paper, will not be made available at the AGM, as due to Covid-19 pandemic, the AGM will be held through VC/OAVM means and the members attending the AGM if not cast their votes by remote e-voting, may exercise their right and cast their votes through e-voting at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Further, the members may note that there are no such matters at this AGM which requires to be passed through Postal Ballot, thereby they may proceed with voting through e-voting / remote e-voting.
14. The Company has appointed M/s Sharma & Pagaria, Chartered Accountants, Surat to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING / REMOTE E-VOTING

CDSL e-Voting System – Remote & Venue Voting Facility.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the venue voting system on the date of the EGM/AGM will be provided by CDSL.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, and General Circular No. 02/2022 dated 5th May, 2022, physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
6. Process for those shareholders whose email ids are not registered:
 - a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - b) For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE VOTING ARE AS UNDER:

- [i] The voting period begins on 27th September, 2022 at 9.00 A.M. and ends on 29th September, 2022 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record date of 23rd September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- [ii] Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- [iii] The shareholders should log on to the e-voting website www.evotingindia.com.
- [iv] Click on Shareholders.
- [v] 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.
- [vi] Next enter the Image Verification as displayed and Click on Login. 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 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.
- [viii] If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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.
Dividend Bank Details OR Date of Birth (DOB)	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 <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 (v).

- [ix] After entering these details appropriately, click on "SUBMIT" tab.
- [x] 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.
- [xi] For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- [xii] Click on the EVSN for the Paramount Cosmetics (India) Limited on which you chooseto vote.
- [xiii] On the voting page, you will see "RESOLUTION DESCRIPTION" and against the samethe 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.
- [xiv] Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- [xv] 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.
- [xvi] Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- [xvii] You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- [xviii] If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- [xix] Shareholders can also cast their vote using CDSL's mobile app m-Voting. 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.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ON THE DAY OF THE EGM/AGM ON E-VOTING SYSTEM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote eVoting and are otherwise not barred from doing so, shall be eligible to vote through eVoting system available in the EGM/AGM.
3. If any Votes are cast by the members through the e-voting available during the EGM/AGM and if the same members have not participated in the meeting through VC/OAVM facility , then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under

shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request 12 days prior to meeting (i.e., latest by September 18, 2021) mentioning their name, demat account number/folio number, email id, mobile number at (compliance.officer@parammount.com).
6. Shareholders who would like to express their views/have questions may send their questions in advance 12 days prior to meeting (i.e., latest by September 18, 2022) mentioning their name demat account number/folio number, email id, mobile number at (compliance.officer@parammount.com). The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

[xx] 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 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.
- 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, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

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 or call 1800225533.

**By Order of the Board
Paramount Cosmetics (India) Limited**

**Sd/-
Hiitesh Topiiwaalla
Managing Director
DIN: 01603345
Place: Bangalore
Date: 24.08.2022**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 3 TO 6

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, as per the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transactions, if material, require prior approval of shareholders by way of a resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from April 1, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rupees 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower.

In view of the afore mentioned regulatory changes the Resolutions No. 3 to 6 are placed before the members for their approval. The management has provided the Audit Committee with relevant details of the proposed related party transactions "RPTs", including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

ITEM NO. 3

Details of the proposed related party transaction(s) between the Company and Paramount Kum Kum Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Paramount Kum Kum Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Paramount Kum Kum Private Limited into/propose to enter into the following RPT during the financial year 2022-23 for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only) per financial year from Financial Year 2022-23 till end of the financial year 2026-27
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Paramount Kum Kum Private Limited is part of the promoter group of the Company and directly holds 10,65,150 equity shares of the Company equivalent to 21.94% of the paid-up equity share capital of the Company. Mr. Hiitesh Topiwaalla is the director and holding 90% stake in Paramount Kum Kum Private Limited. Mrs. Aartii Topiwaala is the director and holding 10% stake in Paramount Kum Kum Private Limited.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For 5 Financial Years from Financial year 2022-23 till end of the financial year 2026-27.

d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty crores only) during the financial year 2022-23 are mentioned below: Sale and Purchase of goods or Supply and Distribution of any goods and Services- Rs. 45,00,00,000/- Leasing of Property of any kind- Rs.5,00,00,000/-
e.	If the transaction relates to any loans, inter-corporate deposits, advances or investments taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
f.	Justification as to why the RPT is in the interest of the listed entity.	The objective of the proposed transaction is to ensure continuity in the business and expanding its horizon to supply and distribution of various brands in the market..
g.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
h.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement.
i.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
j.	Name of the director or key managerial personnel who is related, if any	Mr. Hiitesh Topiwaalla and Mrs. Aartii Topiwaala

ITEM NO. 4

Details of the proposed related party transaction(s) between the Company and Farmous Foods Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021, are as follows:

S . No.	Description	Details of proposed RPTs between the Company and Farmous Foods Private Limited
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1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Farmous Foods Private Limited into/propose to enter into the following RPT during the financial year 2022-23 for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) per financial year from Financial Year 2022-23 till end of the financial year 2026-27.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Hiitesh Topiwaalla is one of the director and holding 17.99 % stake in Farmous Foods Private Limited. Mrs. Aartii Topiwaala is the director of Farmous Foods Private Limited
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For 5 Financial Years from Financial year 2022-23 till end of the financial year 2026-27.
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten crores only) during the financial year 2022-23 are mentioned below: Sale and Purchase of goods or Supply and Distribution of any goods and Services – Rs.10,00,00,000/-
e.	If the transaction relates to any loans, inter-corporate deposits, advances or investments taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
f.	Justification as to why the RPT is in the interest of the listed entity.	The objective of the proposed transaction is to ensure continuity in the business and expanding its horizon to supply and distribution of various brands in the market.
g.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
h.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement.
i.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the	Not applicable

	registered email address of the shareholders	
j.	Name of the director or key managerial personnel who is related, if any	Mr. Hiitesh Topiwaalla and Mrs. Aartii Topiwaala

ITEM NO. 5

Details of the proposed related party transaction(s) between the Company and Infectionsshield Biotech Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Infectionsshield Biotech Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Infectionsshield Biotech Private Limited into/propose to enter into the following RPT during the financial year 2022-23 for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) per financial year from Financial Year 2022-23 till end of the financial year 2026-27.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Hiitesh Topiwaalla is one of the director of Infectionsshield Biotech Private Limited.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For 5 Financial Years from Financial year 2022-23 till end of the financial year 2026-27.
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) during the financial year 2022-23 are mentioned below: Sale and Purchase of goods or Supply and Distribution of any goods and Services – Rs.10,00,00,000/-
e.	If the transaction relates to any loans, inter-corporate deposits, advances or investments taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness; • cost of funds; and • tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	

f.	Justification as to why the RPT is in the interest of the listed entity.	The objective of the proposed transaction is to ensure continuity in the business and expanding its horizon to supply and distribution of various brands in the market.
g.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
h.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement.
i.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
j.	Name of the director or key managerial personnel who is related, if any	Mr. Hiitesh Topiiwaalla

ITEM NO. 6

Details of the proposed related party transaction(s) between the Company and Aiyon Products Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	Details of proposed RPTs between the Company and Aiyon Products Private Limited
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs.	
a.	Type, material terms and particulars of the proposed transaction	The Company and Aiyon Products Private Limited into/propose to enter into the following RPT during the financial year 2022-23 for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) per financial year from Financial Year 2022-23 till end of the financial year 2026-27.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Hiitesh Topiiwaalla is one of director of Aiyon Products Private Limited.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	For 5 Financial Years from Financial year 2022-23 till end of the financial year 2026-27.
d.	Value of the proposed transaction	The total value of the transaction(s) entered or proposed to be entered with the related party for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) during the financial year 2022-23 are mentioned below: Sale and Purchase of goods, Supply & Distribution of goods & services – Rs.10,00,00,000/-
e.	If the transaction relates to any loans, inter-corporate deposits, advances or investments taken by the listed entity or its subsidiary	
	i) Details of source of funds in connection with the proposed transaction	
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • Nature of indebtedness;	

	<ul style="list-style-type: none"> • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
f.	Justification as to why the RPT is in the interest of the listed entity.	The objective of the proposed transaction is to ensure continuity in the business and expanding its horizon to supply and distribution of various brands in the market..
g.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
h.	Any other information that may be relevant	All relevant information is mentioned in the Explanatory Statement.
i.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
j.	Name of the director or key managerial personnel who is related, if any	Mr. Hiitesh Topiwaalla

ITEM NO. 7

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MoA) covers all the activities carried on by the Company but in order to diversify into certain new business ventures, your directors are considering various proposals for diversifying the company's activities into other activities as mentioned in the resolution.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company. It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by the insertion of sub-clause 2 and 3 after the existing sub-clause 1 as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Ahmedabad and any other statutory or Regulatory authority, as may be necessary.

None of the Directors of the company or their relatives are concerned or interested in the passing of the above resolution.

The Board recommends the passing of the resolution set out at Item No. 7 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 8

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The

Alteration of Memorandum of Association (MOA) is necessary to bring the existing Memorandum of Association (MOA) in line with the new Companies Act, 2013.

According to the new Act, the Companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore, it is important to alter and adopt the new set of Memorandum of Association (MOA) as per the Companies Act, 2013. The new set of Memorandum of Association (MOA) is based on Table-A of the Companies Act, 2013.

A Copy of the proposed set of new Memorandum of Associations (MOA) of the Company would be available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board recommends the passing of the resolution set out at Item No. 8 for the approval of the Members of the Company by a Special Resolution.

ITEM NO. 9

The existing Articles of Association (AOA) is based on the erstwhile Companies Act, 1956. The Alteration of Articles of Association (AOA) is necessary to bring the existing Articles of Association (AOA) in line with the new Companies Act, 2013.

With the coming into force of the new Act, several regulations of the existing Articles of Association (AOA) of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing Articles of Association (AOA) by a set of new Articles.

The new Articles of Association (AOA) to be substituted in place of existing Articles of Association (AOA) are based on Table-F of the Companies Act, 2013 which sets out the model of Articles of Association (AOA) for a Company limited by shares.

A Copy of the proposed set of new Articles of Association (AOA) of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

The Board recommends the passing of the resolution set out at Item No. 9 for the approval of the Members of the Company by a Special Resolution.

By Order of the Board
Paramount Cosmetics (India) Limited

Sd/-
Hiitesh Topiwaalla
Managing Director
DIN: 01603345
Place: Bangalore
Date: 24.08.2022

ANNEXURE A TO NOTICE

Details of Directors seeking appointment / re-appointment in forthcoming Annual General Meeting
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)

Particulars	Details
Name of Director	Ms. Aartii Topiwaala
DIN	03487105
Date of Birth	18.07.1972
Age	50
Date of Appointment	14.02.2018
Qualification	B. Com
Expertise in specific functional Area	Rich experience of more than 25years in Fashion Design Industry
Shareholding in the Company	2600 Equity shares of INR 10/- each
Relationship with Other Directors	Wife of Mr. Hiitesh Topiwaalla
List of Companies in which Directorship held (including this Company)	<ul style="list-style-type: none">- Paramount Cosmetics (India)Limited- Paramount Personal Care Private Limited- Paramount Kum Kum Pvt Ltd- Parcos Brands Investment Private Limited- Parcos Brands Private Limited- Parcos Brands Communication Private Limited- Farmous Foods Private Limited- Sepio Innovations Private Limited
List of Chairmanship/ Membership of the Committees of Board of Public Companies as on March 31, 2022 (including this Listed Entity)	Paramount Cosmetics (India)Limited: <ul style="list-style-type: none">• Nomination & Remuneration Committee –Member• Stakeholders Relationship Committee –Chairman

By Order of the Board
Paramount Cosmetics (India) Limited

Sd/-
Hiitesh Topiwaalla
Managing Director
DIN: 01603345
Place: Bangalore
Date: 24.08.2022