

To,
The Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, P.J. Towers,
Dalal Street
Mumbai - 400001

Date: 07.05.2019

Dear Sir/Madam,

Sub: **Notice of Extra Ordinary General Meeting**

Scrip Code: 507970

Please find enclosed Notice of Extra Ordinary General Meeting (EGM) of the Company to be held on Thursday, 30th May, 2019 at 11.00 a.m. at the Corporate office of the Company at 902, Prestige Meridian-I, 9th floor, No 29, M G Road Bangalore- 560001 to approve the appointment of the Statutory Auditors for the Financial Year 2018-19.

Kindly take the above on record.

Yours sincerely,
For Paramount Cosmetics (India) Limited


Hiitesh Topiwala
Managing Director

Encl: Notice of EGM



NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of **Paramount Cosmetics (India) Limited** (CIN: L24240GJ1985PLC008282) will be held on Thursday, 30th Day of May, 2019 at 11: 00 A.M at 902, Prestige Meridian-I, 9th floor, No 29, M G Road Bangalore- 560001 to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under as amended from time to time or any other Law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s PARY & CO.**, Chartered Accountants (FRN: **007288C**), Surat be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Dagliya & Co. Chartered Accountants (Firm Registration No. 0671S).”

“**RESOLVED FURTHER THAT** , **M/s PARY & CO.**, Chartered Accountants (Firm Registration No: **007288C**), Surat be and are hereby appointed as the Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Extra-Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March 2019 on such remuneration as may be fixed by the Board of Directors of the Company in consultation with them.”

Place: Bangalore
Date: 07.05.2019

By order of the Board
For Paramount Cosmetics (India) Limited

Sd/-
Hiitesh Topiiwaalla
(DIN: 01603345)
Managing Director

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
7. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the 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 Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to the concerned Depository Participants.
8. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the Extra Ordinary General Meeting of the Company.
9. The Board has appointed M/s S M Thanki & Co., Practicing Company Secretary, Ahmedabad (Membership No. FCS 47468) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
10. 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 Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide the facility to members to exercise their right to vote at the EGM by Electronic means.
11. E-voting cutoff date: 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 Monday, 27th May, 2019 and will end at 5.00 p.m. on Wednesday, 29th May, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.
12. The facility for voting, through ballot paper, will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to EGM may attend the EGM but shall not be entitled to cast their votes again.
13. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Monday, 25th May, 2019 i.e., the date prior to the commencement of book closure, are

entitled to vote on the Resolution set forth in this notice.

14. Any person who becomes a member of the Company after dispatch of notice of the meeting and holding shares as on Monday, 25th May, 2019 may obtain User ID and password by sending a request at helpdesk.evoting@cdslindia.com or compliance.officer@parammount.com.
15. The Members desiring to vote through electronic mode/ remote e-voting may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING:-

I. The Company has entered into agreement with Central Depository Services Limited (CDSL) for facilitating e-voting for EGM.

(A) In case a member receiving e-mail

- (i) The voting period begins on 27th May, 2019 at 9:00 A.M. and ends on 29th May, 2019 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25.5.2019 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
- (iii) Click on Shareholders.
- (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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 **Paramount Cosmetics (India) 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 out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) 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 Corporate.
 - 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.

(A) In case a member receives physical copy of the Notice by Post

For members whose e-mail addresses are not registered with the Company / Depository Participant(s):

- a) User ID and initial password - These will be sent separately.
- b) Please follow all steps from Sr. No. (i) to (xvi) as aforementioned, to cast your vote.

- II. 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.
- III. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- IV. Members are requested to contact M/s. BgSE Financials Limited / Corporate Department of the Company for encashing the unclaimed dividends standing to the credit of their account.
- V. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
- VI. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
- VII. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

Place: Bangalore
Date: 07.05.2019

By order of the Board
For Paramount Cosmetics (India) Limited

Sd/-
Hiitesh Topiiwaalla
(DIN: 01603345)
Managing Director

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

ITEM NO. 1

M/s. Dagliya & Co., Chartered Accountants (FRN 000671S) have tendered their resignation from the position of Statutory Auditors due to non agreement regarding audit fees for the year 2018-19, unable to act as Statutory Auditor of Paramount Cosmetics (India) Limited for the financial year 2017-18 being completion of 5 years with transitional period, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. **PARY & Co.** Chartered Accountants (FRN 007288C), Surat be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Dagliya & Co., Chartered Accountants.

M/s. **PARY & Co. .**, Chartered Accountants (ICAI Registration no. 007288C) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**Place: Bangalore
Date: 07.05.2019**

**By order of the Board
For Paramount Cosmetics (India) Limited**

**Sd/-
Hiitesh Topiwaalla
(DIN: 01603345)
Managing Director**

PARAMOUNT COSMETICS (INDIA) LIMITED

CIN: L24240GJ1985PLC008282

Registered Office: A- 1/2211, III Phase, G.I.D.C, Vapi, Gujarat 396195

Meeting to be held at Corp. Office at 902, Prestige Meridian-I, 9th floor, No 29, M G Road,
Bangalore- 560001 at 11.00 a.m. on Thursday, 30th May 2019.

Tel: 91 80 25320870/71 Email: compliance.officer@parammount.com; website:www.parammount.com

ATTENDANCE SLIP

Full name of the member attending:.....

Full name of the First Joint holder:

(To be filled in if first named joint-holder does not attend meeting)

Name of the Proxy:

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held at 902, Prestige Meridian-I, 9th floor, No 29, M G Road Bangalore- 560001 on 30th May, 2019 at 11:00 a.m.

Registered Folio No:.....

*DP ID No:.....

No. of shares held:.....

*Client ID No.:.....

.....

Signature of the Shareholder/ Proxy

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

*Applicable for the members holding shares in electronic form.

PARAMOUNT COSMETICS (INDIA) LIMITED

CIN: L24240GJ1985PLC008282

Registered Office: A- 1/2211, III Phase, G.I.D.C, Vapi, Gujarat 396195

Meeting to be held at Corp. Office at 902, Prestige Meridian-I, 9th floor, No 29, M G Road,
Bangalore- 560001 at 11.00 a.m. on Thursday, 30th May 2019.

Tel: 91 80 25320870/71 Email: compliance.officer@parammount.com; website: www.parammount.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail id:	
Folio No./DP ID & Client Id*:	

*Applicable in case shares are held in electronic form

I/We, being the holder(s) of _____ shares of Paramount Cosmetics (I) Ltd, hereby appoint:

Name:	
Address:	
E-mail id:	or failing him:
Name:	
Address:	
E-mail id:	or failing him:
Name:	
Address:	
E-mail id:	or failing him:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 30th May, 2019 at 11:00 a.m. at Corp. Office: 902, Prestige Meridian-I, 9th floor, No 29, M G Road Bangalore- 560001 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Special Business:	For	Against
1	Ordinary Resolution for Appointment of, M/S PARY & Co., Chartered Accountants, Surat, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Dagliya & Co, Chartered Accountants, Bengaluru.		

Signed this _____ day of May 2019

Signature of Shareholder

1 Rupee
Revenue
Stamp

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
3. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A Proxy need not be a member of the Company.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.