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■ CIN No. : L36912MH1982PLC027925

Parnax Lab Ltd.

(Formerly Known as Krishna Deep Trade & Investment Ltd.)

114, BLDG. NO. 8, JOGANI IND. COMPLEX,
SION-CHUNABHATTI, MUMBAI - 400 022. INDIA

Date: 04th September, 2017

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Sub.: Notice of 35th Annual General Meeting.

Ref: Parnax Lab Ltd (formerly known as Krishna-Deep Trade and Investment Limited)

Scrip Code: 506128

Dear Sir,

In terms of regulation 30 read with schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 enclosed herewith notice containing the business to be transacted at the 35th Annual General Meeting (AGM) of the Company to be held on Friday, 29th September, 2017 at the registered office of the company.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you,

For PARNAX LAB LIMITED,



Chairman & CEO
Prakash Shah
Din no: 00440980

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PARNAX LAB LIMITED WILL BE HELD ON FRIDAY, 29TH DAY OF SEPTEMBER, 2017 AT 4 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT GALA NO.114, BLDG. NO. 8, JOGANI INDUSTRIAL COMPLEX, CHUNABHATTI, MUMBAI-400022 TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary business:

1. To receive, consider and adopt the standalone and consolidated audited annual accounts for the year ended March 31st, 2017 along with notes thereon as on that date and the Reports of Board of Directors and Auditors thereon.
2. To reappoint Director in Mr. Prakash Shah, who retires by rotation and being eligible offers herself for Re-appointment.
3. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Ladha Singhal & Associates, Chartered Accountants (Firm Registration No. 120241W), be and are hereby appointed as Auditors of the Company to hold office till the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2021, (subject to ratification of their appointment at every AGM), at 2,50,000 remuneration plus GST, out of pocket, travelling and living expenses, etc.

4. To approve the Related Party Transactions and in this regard, to consider and if thought fit to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 188 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act read with Regulation 27(2) of the Listing Obligation and Disclosure Requirements (including any amendment, modification(s) or reenactment thereof), the consent of the members of the Company be and is hereby accorded to ratify, continue and enter into, the related party transactions with related parties as defined under section 2(76) of the Companies Act, 2013 as per the details given below:

| Name of the related party | Naxpar Pharma Private Limited |
|--|---|
| Name of the Director or KMP who is related, if any | <ul style="list-style-type: none">• Mr. Prakash Mahasukhlal Shah• Mr. Baiju Mahasukhlal Shah• Mr. Manharbhai Navalchand Jhavari |
| Nature of Relationship | Subsidiary Company |

| | |
|--|--|
| Nature, Material terms, monetary value and particulars of the contract or Arrangement. | Nature: Purchase of Goods and Services, Materials Value: Not exceeding to Rupees 10 Crore each transaction. Duration: On continual basis |
|--|--|

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board and/or its committee be and is hereby authorized to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any questions and difficulties that may arise in the matter and incidental thereto, without being required to seek any further consent or approval of the members of the Company shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.”

SPECIAL BUSINESS:

5. To maintain the Register of Members and other Statutory registers at a place other than the Registered Office of the Company.

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

“**RESOLVED THAT** pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications (s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture Holders, the Index of Members/Debenture holders if any, other Statutory Registers and copies of all annual returns at Link Intime India Pvt Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 with effect from 29th September, 2017 instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolutions and matters related thereto.”

6. **Determination of a fee to be charged from members for delivery of documents in their desired mode.**

To considered, if thought fit, to pass the following resolution as Ordinary Resolutions

“**RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such documents to him through such mode of service provided such request along with the requisite fees has been duly received by the Company as least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies”

For and on behalf of Board

**Prakash Shah
Chairman & CEO
(DIN 00440980)**

**Place: Mumbai
Date: 14th August, 2017**

Registered Office:

Gala No. 114, Bldg. No. 8,
Jogani Industrial Complex,
Chunabhatti, Mumbai-400022.
CIN: L36912MH1982PLC027925

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. The proxies, in order to be effective must be duly stamped and signed and should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.

3. The Register of Members and Share Transfer Register will remain closed from **Saturday 23rd September 2017 to Friday, September 29th, 2017**(both days inclusive).
4. Explanatory statement under section 102 of the Companies Act, 2013 which sets out details relating to Special Business is annexed hereto.
5. Members/Proxies are requested to produce the attendance slip duly signed for attending the meeting and also requested to bring copies of Annual Report.
6. Corporate members are requested to produce a duly certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
7. Members whose shareholding is in the electronic mode are requested to direct change of address notification and updation of Saving Bank Account details to their respective Depository Participants.
8. Members holding shares in physical form are requested to furnish following information to the Company's Registrar and Share Transfer Agents, **M/s. Link Intime India Private Limited**, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or by emailing to them at mumbai@linkintime.co.in:
 - a) Change in their address, if any, along with the pin code.
 - b) Request for consolidation of shareholdings in one account if share certificates are held in multiple accounts or joint accounts in identical order of names.
9. Members holding shares in dematerialized mode are requested to intimate changes if any in their addresses along with pin code to their Depository Participants.
10. Electronic copy of the Annual Report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.

The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Thane for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: ***compliance@naxparlab.com***.

11. Voting through electronic mean

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members the facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it

is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

Procedure / instructions for e-voting are as under:

- I. In case of members receiving e-mail:
 - a. Open e-mail
 - b. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
 - c. Now click on "Shareholders" tab
 - d. Now, select the "**COMPANY NAME**" from the drop-down menu and click on "SUBMIT"
 - e. 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.
 - f. Next enter the Image Verification as displayed and Click on Login.
 - g. 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.
 - h. 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field. |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Select "EVSN" (E-Voting Event Number) of **Parnax Lab Limited** which is **170823056**. Now you are ready for e-voting as cast Vote page opens.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. In case of members receiving the physical copy:

Please follow all steps from sl. no. **(a)** To sl. no. **(r)** above to cast vote.

Other Instructions:

- The voting period begins on Tuesday 26th September 2017(9 am IST) and ends on Thursday 28th September 2017 (5.00 pm IST). During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22ndSeptember 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 22ndSeptember 2017.
- Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results of the e-voting along with the scrutinizers report shall be placed in the Company’s website www.naxparlab.com and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report)so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye,

Partner of HS Associates, Practicing Company Secretaries, at the Corporate office of the Company not later than 28th September 2017 (5.00 pm IST).

- Ballot Form received after this date will be treated invalid.
- A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The Members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialized form for all the investors.

| DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN 35TH ANNUAL GENERAL MEETING | |
|--|-------------------------------------|
| Name of Director | PRAKASH MAHASUKHLAL SHAH |
| DIN | 00440980 |
| Date of First Appointment | 07.12.2010 |
| Qualification | Graduate |
| Shareholding of directors | 675426 |
| Directors Inter-se relationship | Brother of Baiju M Shah |
| Years of experience | 25 years in Pharmaceutical Company. |
| Name of Company | • Parnax Lab Limited |

For and on behalf of Board

**Prakash Shah
Chairman & CEO
(DIN 00440980)**

**Place: Mumbai
Date: 14th August, 2017**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 04:

The Provisions of Section 188 read with Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules 2014 of the Companies Act 2013 ("the Act") and Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation 2015 provides that certain kind of transactions as tabled below with related parties as define u/s 2(76) of the Act, hereinafter referred to as 'Related Party Transactions' or 'RPT', beyond the prescribed limits requires approval of members of the Company.

In the light of provisions of Companies Act 2013, the Board of Directors of your Company has ratified, continued and approved the transactions with related parties entered or to be entered into with them, subject to the limit specified in the resolution.

The details as per the requirements of Rule 15(3) of the companies (Meeting of the Board and its Power) Rules 2014 are given in the resolution.

Your Directors propose to pass the above resolution as Ordinary Resolution.

- Except Mr. Prakash Shah, Mr. Baiju Shah and Mr. Manharbhai Navalchand Jhavari none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.04. Further, no voting done by any members of the Company, if such member is related party, shall be counted for the purpose of passing of this resolution.

Item No.5 :

Under the provisions of the Companies Act, 2013, certain documents such as the Register of Members and index of Members – separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of ESOP, and copies of all Annual Return prepared together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, and other related books are required to be maintained at the registered office of the Company unless a special resolution is passed in a General Meeting authorizing the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one – tenth of total members entered in register of members reside.

In the interest of operational and administrative convenience, it is proposed to maintain the Register of Members, Register of Debenture – Holders, Index of Members/Debenture-holders and copies of Annual Returns and other statutory registers at Link Intime India Pvt Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 a place other than its registered office.

Approval of Shareholders is required under Section 94 of Companies Act, 2013 for effecting the change in the place at which the Register and Index of Members are to be kept. The Board recommends the special resolution set out under Item No. 4 of the Notice for approval by the

shareholders. None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No.4 of the Notice.

Item No.6:

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member as may request for delivery of any documents through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors, Key Managerial Personnel (KMP) and / or Relatives of Directors or KMP are concerned or interested financially or otherwise in the proposed resolution.

For and on behalf of Board

**Prakash Shah
Whole time director & CEO
(DIN 00440980)**

Place: Mumbai

Date: 14th August, 2017

35th Annual General Meeting

Day & Date: Friday, 29th September 2017

Time: 4.00 P.M.

Venue: Gala No. 114, Bldg. No. 08,

Jogani Industrial Complex, Chunabhatti, Mumbai-400022.

ROUTE MAP TO VENUE OF THE AGM

