Parin Furniture Limited

Corporate Office & Factory Address
Plot # 1-3, Survey # 33, NH - 27, Village - Biliyala,
Taluka - Gondal, Dist. Rajkot, Gujarat (INDIA) 360 311.
CIN : L36101GJ2006PLC049074

Date: 19-06-2023

To,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex [BKC],
Bandra [East], Mumbai – 400 051,
Maharashtra, India

Symbol: PARIN

Subject: Intimation regarding 17th Annual General Meeting of the Company.

Respected Sir/Ma'am,

1. As per Captioned Subject, we hereby intimate that 17th Annual General Meeting of the Company is scheduled to be held on Saturday, 15th July, 2023 at 11:00 A.M. at the Registered Office of the Company Sitatued At Plot No. 6, Revenue Survey No. 149, National Highway At. Vavdi, Gondal Road Rajkot Gj 360004 India.

2. Find enclosed Notice of 17th Annual General Meeting of the Company.

Further the same is also available on the website of the Company at the link at www.parinfurniture.com

This is for your kind perusal and members' information.

Please take the same on your record.

Thanking You.

For and behalf of
Parin Furniture Limited

BINIKA JALPESH CHUDASAMA

Binika Chudasama
Company Secretary & Compliance Officer

Encl: As above

Parin Furniture Limited

NOTICE

NOTICE IS HERE BY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF PARIN FURNITURE LIMITED WILL BE HELD ON SATURDAY, 15TH DAY OF JULY, 2023 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITATUED AT PLOT NO. 6, REVENUE SURVEY NO. 149, NATIONAL HIGHWAY AT. VAVDI, GONDAL ROAD RAJKOT GJ 360004 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY INCLUDING AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS' AND AUDITORS THEREON.**

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. PARIN UMESHBHAI NANDANI (DIN: 02343309) WHO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

SPECIAL BUSINESS:

3. **TO APPROVE RELATED PARTY TRANSACTION TO BE ENTERED BY THE COMPANY WITH RELATED PARTIES AND IN THIS REGARD**
TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Audit Committee and Board of Directors of the Company, to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm's length basis with related party/ies and for the maximum amounts per annum, for the year 2023-24 as mentioned herein below:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (Rs. in Lakhs)
1	Pearl Furniture Private Limited	Subsidiary Company	Purchase	6000.00

"RESOLVED FURTHER THAT the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors and / or Audit Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

4. **RE-APPOINTMENT/ REGULARIZATION OF MR. DAYALAL HARJIVANBHAI KESHARIA (DIN: 08114818) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE (5) YEARS.**

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Companies(Appointment and Qualification of Directors) Rules, 2014, and other Rules made there under(including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company and on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Dayalal Harjivanbhai Kesharia (DIN:08114818), who was appointed by Board of Directors as an Additional Independent Director of the company with effect from 18th April, 2023 and who have consented to continue to act as an Independent Director and provided necessary declaration that he meet all criteria of independence prescribed in section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015, as an Independent Director on the Board of the Company with effect from 18th April, 2023 to 17th April, 2028 for a second term of five (5) consecutive years, not liable to retire by rotation and on the terms and conditions set as out in the draft Letter of Appointment, duly initialed by the Chairman for the purpose of identification."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to director/CFO/Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution for and on behalf of the Company."

5. RE-APPOINTMENT/REGULARIZATION OF MRS. SHWETA CHIRAG KATHRANI (DIN: 08114974) AS AN INDEPENDENT DIRECTORS OF THE COMPANY FOR A SECOND TERM OF FIVE (5) YEARS.

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Companies(Appointment and Qualification of Directors) Rules, 2014, and other Rules made there under(including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company and on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board, the approval of the members of the Company be and is hereby accorded for re-appointment of Mrs. Shweta Chirag Kathrani (DIN: 08114974) who have consented to continue to act as an Independent Director and provided necessary declaration that she meet all criteria of independence prescribed in section 149(6) of the Companies Act, 2013 and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015, as an Independent Director on the Board of the Company with effect from 18th April, 2023 to 17th April, 2028 for a second term of five (5) consecutive years, not liable to retire by rotation and on the terms and conditions set as out in the draft Letter of Appointment, duly initialed by the Chairman for the purpose of identification."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to director/CFO/Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution for and on behalf of the Company."

6. APPOINTMENT/REGULARIZATION OF DR. PRANAV VINODKUMAR MANEK (DIN: 09494631) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED that pursuant to provisions of Section 149, 150,152 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Companies(Appointment and Qualification of Directors) Rules, 2014, and other Rules made there under(including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company and on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board, the approval of the members of the Company be and is hereby accorded for appointment of Mr. Pranav Vinodkumar Manek (DIN: 09494631) who have consented to act as an Independent Director and provided necessary declaration that he meets all criteria of independence prescribed in section 149(6) of the Companies Act, 2013 and

Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015, as an Independent Director on the Board of the Company with effect from 18th April, 2023 for a period of five consecutive years i.e. from 18th April, 2023 to 17th April, 2028 not liable to retire by rotation on the terms and conditions set out in the draft Letter of Appointment, duly initialed by the Chairman for the purpose of identification.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to director/CFO/Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution for and on behalf of the Company."

For and on Behalf of
Parin Furniture Limited

Sd/-

Date: 19th June, 2023

Umesh Dhirajlal Nandani

Place: Rajkot

Chairman & Managing Director

(DIN:00039757)

Notes:

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for Item No. 3 to 6 which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Independent Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also prescribed as summary/justification to this notice.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THECOMPANY.**

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, Trust, society etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10:00 a.m. to 6:00 p.m. from the date hereof up to the date of the Annual General Meeting and also available during the Annual General Meeting.

3. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

6. The notice of AGM along with Annual Report for 2022-23 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode, if requested for the same.

7. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.

8. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to theCompany or its RTA quoting their Folio number or their Client ID number with DPID number, as the case maybe.

9. This notice along with Annual Report for 2022-23 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of 16th June,2023

10. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID and signed. Duplicate attendance slips will not be issued.

11. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website: www.parinfurniture.com.Kindly bring your copy of Annual Report to the meeting.

12. Rule 3 of the Companies (Management and Administration) Rules, 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.

14. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.

15. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote

16. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date i.e. at least 10 days before the Meeting, so as to enable the Management to keep the information ready at the AGM.

17. A route map showing direction to reach the venue of the 17th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

18. The books (Register of members) will remain close from 09/07/2023 to 15/07/2023 (Both Days inclusive) for the purpose of 17th Annual General Meeting of the Company.

19. **Voting system:**

- Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- A Proxy can not vote on a show of hands.
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the "cut-off date" of 08th July, 2023 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The results of the voting will be placed by the Company on its website http://www.parinfurniture.com/. within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 102(1) OF THECOMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the special business:

Item No. 3

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires

that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Board of Directors and in case of the Company having paid up share capital of not less than such amount or transactions exceeding such sums as prescribed in the Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013, prior approval of the shareholders by way of a Ordinary Resolution must be obtained:

a) sale, purchase or supply of any goods or materials;

b) selling or otherwise disposing of or buying, property of any kind;

c) leasing of property of any kind;

d) availing or rendering of any services;

e) Appointment of any agent for purchase or sale of goods, materials, services or property;

f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and

g) underwriting the subscription of any securities or derivatives thereof of the company:

In the light of the provisions of the Companies Act, 2013 and (—the Actll), the Board of Directors of your Company has proposed for the transaction as mentioned in the resolution for the financial year 2023-24.

The respective transaction may carry out on arm's Length basis and all factors relevant to the respective transaction may consider by the Board.

The Board accordingly recommends the resolution for your approval as an Ordinary Resolution as set out in Item No. 3 of the Notice.

Item No. 4

Mr. Dayalal Harjivanbhai Kesharia (DIN: 08114818) was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 13th April, 2023 with effect from 18th April, 2023 after completing his 5 years tenure i.e. first term of 5 years as an Independent Director in the company i.e. from 19th April 2018 to 18th April 2023.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director can be re-appointed and shall hold office for further term of five consecutive years on the Board of a Company, by way of passing of special resolution and is not liable to retire by rotation. Mr. Dayalal Harjivanbhai Kesharia (DIN: 08114818) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015 and also consented to act as an Independent Director on the Board of the Company for a second term of Consecutive five (5) years.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Dayalal Harjivanbhai Kesharia (DIN: 08114818) during his first term of 5 (five) years and considering his knowledge, experience and contribution and time commitment, has recommended to the Board for his reappointment for a second term of 5 (five) years. The NRC has considered his vast experince of more than 35 years in Business. His forecasting ability had helped the organisation to tackle the hurdles and through any challange in the industry. His career at Radhe Industries included leadership positions in Marketing, Corporate Strategy, Planning and has led key business transformation and organizational restructuring projects.

NRC and the Board are of the view that Mr. Dayalal Harjivanbhai Kesharia fulfils the conditions specified in the Act and the Rules made there under for re-appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Dayalal Harjivanbhai Kesharia possesses requisite skills and knowledge and it would be in the interests of the Company to re-appoint Mr. Dayalal Harjivanbhai Kesharia, as an Independent Director of the Company. Accordingly, based on the recommendation of the NRC, the Board has reappointed Mr. Dayalal Harjivanbhai Kesharia (DIN: 08114818) as an additional independent director, not liable to retire by rotation, for a second term of 5 (five) years effective April 18, 2023, to April 17, 2028 (both days inclusive), subject to approval to appointment/regularization by the Members of the Company and hence, in compliance with the provisions of Section 149, 150, 152 and 161 read with Schedule IV of the Act, re-appointment of Mr. Dayalal Harjivanbhai Kesharia (DIN: 08114818)as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company and during the Annual general Meeting also.

None of the Directors except Mr. Dayalal Harjivanbhai Kesharia (DIN: 08114818) or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Directors recommended resolution for the approval by the members as Special Resolution as set out in Item No. 4 of notice.

Item No. 5

Mrs. Shweta Chirag Kathrani (DIN: 08114974) was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting dated 13th April,2023 with effect from 18th April,2023 after completing her 5 years tenure i.e. first term of 5 years as an Independent Director in the company i.e. from 19th April 2018 to 18th April 2023.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director can be re-appointed and shall hold office for further term of five consecutive years on the Board of a Company by way of passing of special resolution and is not liable to retire by rotation. Mrs. Shweta Chirag Kathrani has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act and Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015 and also consented to act as an Independent Director on the Board of the Company for a second term of Consecutive five (5) years.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mrs. Shweta Chirag Kathrani (DIN: 08114974) during her first term of 5 (five) years and considering her knowledge, experience and contribution and time commitment, has recommended to the Board for her reappointment for a second term of 5 (five) years. Mrs. Shweta Chirag Kathrani is doctor by profession and is serving human kind for more than 10 years. It is in the favour of the Company to re-appoint Mrs. Shweta Chirag Kathrani as her experice with hospitals helped the company in past and will be in benefit of the company in future as well.

NRC and the Board are of the view that Mrs. Shweta Chirag Kathrani (DIN: 08114974) fulfils the conditions specified in the Act and the Rules made there under for re-appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mrs. Shweta Chirag Kathrani (DIN: 08114974) possesses requisite skills and knowledge and it would be in the interests of the Company to re-appoint Mrs. Shweta Chirag Kathrani (DIN: 08114974) as an Independent Director of the Company. Accordingly, based on the recommendation of the NRC, the Board has reappointed Mrs. Shweta Chirag Kathrani (DIN: 08114974) as an additional independent director, not liable to retire by rotation, for a second term of 5 (five) years effective April 18, 2023, to April 17, 2028 (both days inclusive), subject to approval to appointment/regularization by the Members of the Company and hence, in compliance with the provisions of Section 149 ,150, 152 and 161 read with Schedule IV of the Act, re-appointment of Mrs. Shweta Chirag Kathrani (DIN: 08114974) as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company and during the Annual general Meeting also.

None of the Directors except Mrs. Shweta Chirag Kathrani (DIN: 08114974) or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Directors recommended resolution for the approval by the members as Special Resolution as set out in Item No. 5 of notice.

Item No. 6

Mr. Pranav Vinodkumar Manek (DIN: 09494631) was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 13th April ,2023 with effect from 18th April, 2023 for a consecutive period of five (5) years i.e. from 18th April, 2023 to 17th April, 2028.

Pursuant to the provisions of Section 161(1) and Section 149 of the Companies Act, 2013 and the Articles of Association. The brief profile of Mr. Pranav Vinodkumar Manek (DIN: 09494631) is given below:

Mr. Pranav Vinodkumar Manek(DIN: 09494631) is doctor by profession. He has experience of more than 15 years working with different hospitals which can help the company to understand the necessity and comfortness for hospital furniture which is the core business of the company. His leadership ability and affiliations with different hospitals and doctors can help to boost the marketing of the products of the company.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director can be appointed and shall hold office for term of five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Pranav Vinodkumar Manek (DIN: 09494631) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act and as per Regulation 16 (1)(b) of SEBI (LODR) Regulations, 2015 and also consented to act as an Independent director on the board of the Company.

Considering the above, the Nomination and Remuneration Committee has recommended to the Board for his appointment as an Independent Director on the Board of the Company.

NRC and the Board are of the view that Mr. Pranav Vinodkumar Manek (DIN: 09494631) fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Pranav Vinodkumar Manek (DIN: 09494631) possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Pranav Vinodkumar Manek (DIN: 09494631) as an Independent Director of the Company. Accordingly, based on the recommendation of the NRC, the Board has appointed Mr. Pranav Vinodkumar Manek (DIN: 09494631) as an additional independent director, not liable to retire by rotation, for a term of 5 (five) years effective April 18, 2023, to April 17, 2028 (both days inclusive), subject to approval to appointment/regularization by the Members of the Company and hence, in compliance with the provisions of Section 149, 150, 152 and 161 read with Schedule IV of the Act, appointment of Mr. Pranav Vinodkumar Manek (DIN: 09494631) as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

None of the Directors except Mr. Pranav Vinodkumar Manek (DIN: 09494631) or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Directors recommended resolution for the approval by the members as an ordinary Resolution as set out in Item No. 6 of notice.

For and on Behalf of
Parin Furniture Limited

Sd/-

Date: 19th June, 2023 **Umesh Dhirajlal Nandani**

Place: Rajkot ***Chairman & Managing Director***

(DIN:00039757)

Parin Furniture Limited

PARIN FURNITURE LIMITED

CIN: L36101GJ2006PLC049074

Registered office Address: Plot No. 6,Revenue Survey No.149, National Highway at. Vavdi, Gondal Road Rajkot.
Website :www.Parinfurniture.Com Phone: 0281 - 330077 E Mail :Info@Parinfurniture.Com

Form No.MGT-11
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/Client Id :DPID

I/W e, being the member(s)of.....shares of the above named company, hereby appoint

1. Name:_____Address_____
Mail ID _____Signature.....,or failing him

2. Name:_____Address _____
Mail ID _____Signature.....,or failing him

3. Name:_____ Address _____
Mail ID _____Signature.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual general meeting of the company, to be held on Saturday 15th day of July, 2023 At 11:00 a.m. at the Registered office of the company situated at plot no. 6, Revenue Survey no.149, National Highway at. Vavdi, Gondal Road, Rajkot 360004, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below: *I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Business	Resolution	For	Against
1	Ordinary	To receive, Consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.		
2	Ordinary	To appoint a director in place of Mr. Parin U Nandani (DIN: 02343309) who retire by rotation and being eligible, offers himself for re-appointment.		
3	Special	To Approve Related Party Transaction To Be Entered By The Company With Related Parties		
4	Special	Re-Appointment/ Regularization Of Mr. Dayalal Harjivanbhai Kesharia (Din: 08114818) As An Independent Director Of The Company For A Second Term Of Five (5) Years.		
5	Special	Re-Appointment/Regularization Of Mrs. Shweta Chirag Kathrani (Din: 08114974) As An Independent Directors Of The Company For A Second Term Of Five (5) Years.		
6	Special	Appointment/Regularization Of Dr. Pranav Vinodkumar Manek (Din: 09494631) As An Independent Director Of The Company		

Signed this……day of..... 2023
Signature of shareholder
Signature of Proxy holder(s)

Affix Revenue stamp of Re. 1

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. Proxy need not to be member of Company.
3. *It is optional to indicate your preference. If you leave the ' For' or ' Against' blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

Parin Furniture Limited

PARIN FURNITURELIMITED
L36101GJ2006PLC049074

Registered office Address: Plot No. 6,Re venue Survey No.149, National Highway at. Vavdi, GondalRoad Rajkot.
Website :www.Parinfurniture.Com Phone: 0281 - 330077 E Mail :Info@Parinfurniture.Com

ATTENDANCE SLIP

17th Annual General Meeting of Parin Furniture Limited to be held on 15th July, 2023

DP ID	**Client ID**
No. of shares held	**Regd. Folio No.**

Full Name of Shareholder _____Name of Proxy _____

Address of Shareholder _____

I/We hereby record my presence at the **17th ANNUAL GENERAL MEETING** of the Company at the Registered office of the company situated at plot no. 6, Revenue Survey no.149, National Highway at. Vavdi, Gondal Road Rajkot 360004 Gujarat on **Saturday 15th July, 2023 at 11:00 A.M**

_____ _____
Member's/Proxy's name in Block Letters Member's/Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Applicable for investors holding shares in electronic form.

ROUTE MAP OF VENUE FOR 17TH ANNUAL GENERAL MEETING