

PAR/CS/NSE/2024-25/48

Date: 06/12/2024

To,
The Manager
Listing department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400 051
Maharashtra

Subject: Intimation of Extra-Ordinary General Meeting (“EGM”), Cut-off Date, e-voting period and other information

Ref.: Symbol- PAR, ISIN: INE04LG01015

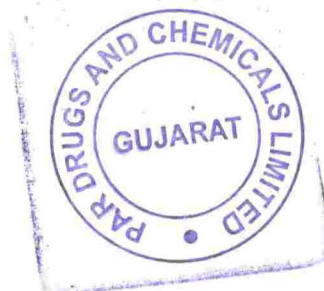
Dear Sir/Madam,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform that the Extra-Ordinary General Meeting (“EGM”) of the members of the Company is scheduled to be as per followings:

Meeting Number:	01/EGM/2024-25
Date:	31 st Day of December, 2024
Day:	Tuesday
Venue:	Virtual
Time:	03:00 PM IST
Mode:	Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

The relevant dates w.r.t. Extra Ordinary General Meeting are as under.

Sr.	Particulars	Relevant date
1	Cut-off date: For the purpose of voting through remote e-voting, voting at the time of the EGM and attending the EGM.	Monday, 23 rd December, 2024
2	Commencement of E-voting	Saturday, December 28, 2024 from 09:00 A.M. IST
3	End of e-voting	Monday, December 30, 2024 till 5:00 P.M. IST



The Company has arranged with Link Intime India Private Limited ("RTA" of the Company) an Agency for providing facility of Remote e-Voting facility and e-voting system during the EGM and attending the general meeting through INSTAMEET.

The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date, being Monday, 23rd December, 2024

The above intimation shall be treated as due compliance of respective provisions under the Companies Act, 2013 and SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015.

The Notice of Extra-Ordinary General Meeting ("EGM") is attached herewith. We request to take the same on your records and disseminate the same to the members.

Kindly take on the record and acknowledge the receipt.

Yours Faithfully,

For PAR DRUGS AND CHEMICALS LIMITED

(Sanket B. Trivedi)

Company Secretary & Compliance Officer

Membership No.: ACS-51758



Encl: Notice of EGM

Copy to:

National Securities Depository Limited

4th Floor, Trade World, A Wing,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400013

Central Depository Services (India) Limited

"A" Wing, 25th Floor, Marathon Futurex,
Mafatlal Mills Compounds,
N M Joshi Marg, Lower Parel (E),
Mumbai - 400013

Link Intime India Private Limited

Office: 506 to 508 Amarnath
Business Centre, -1 (ABC-1),
Besides Gala Business Centre,
Near St. Xaviers College,
Off C. G. Road, Navrangpura,
Ahmedabad - 380009



Par Drugs And Chemicals Limited

CIN: L24117GJ1999PLC035512

Registered office: 815, Nilamber Triumph, Gotri Vasna Road,
Vadodara-390007, Gujarat, India

Phone no.: 0265-2991021, 0278-2447013

Website: www.pardrugs.com Email: investors@pardrugs.com

NOTICE

Notice is hereby given that Extra-Ordinary General Meeting (“EGM”) (Meeting No. 01/EGM/2024-25) of the Members of **PAR DRUGS AND CHEMICALS LIMITED (“Company”)** will be held on **Tuesday, 31st Day of December, 2024 at 3:00 P.M.** (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business to transact the following businesses.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR SLUMP SALE OF THE EXISTING ESTABLISHMENT (LAND, BUILDING, PLANT & MACHINERY, SPECIFIC CURRENT ASSETS & CURRENT LIABILITIES) UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 AND REGULATION 37A OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

To consider, and, if thought fit, approve the sale of the property of Company to PHAL-JIG FINE CHEMICALS PRIVATE LIMITED and to pass, with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, in terms of Regulation 23 and 37A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and subject to such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members of the company be and is hereby accorded to sell / transfer / dispose of its Existing Establishment (Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities) as mentioned below on a slump sale basis, to PHAL-JIG FINE CHEMICALS PRIVATE LIMITED towards its consideration of Rs. 92.88 Crore (Rs. 93 Crore approx.), and on such terms and conditions as may be deemed fit by the Board in the interest of the Company.

Details of Assets of the company covered under Slump Sale:

SR NO	PROPERTY DETAILS
1	<p>PAR DRUGS AND CHEMICALS LIMITED</p> <p>Industrial Open Plot Plot no. 339/3, Par Drugs And Chemicals Limited, Chitra Industrial Estate, GIDC Phase-II, Survey no. 95/P, 97/P, Mouje: Chitra , Ta: & DI: Bhavnagar, Gujarat, India</p>
2	<p>PAR DRUGS AND CHEMICALS LIMITED</p> <p>Non-Agriculture Open Land admeasuring 24285.00 Square meter Survey No. 102 Paiki East Side Part, land Account No (Khata No). 424, Nr. Bhadbhid Toll Naka, Mouje : Bhadbhid, Ta : & DI : Bhavnagar, Gujarat India - 364313</p>
3	<p>PAR DRUGS AND CHEMICALS LIMITED</p> <p>Industrial Land and Building, Plot No. C1B - 333/1,C18-333/2 & 334, 335, 336/A, 336/B,337, 338, PAR DRUGS AND CHEMICALS LIMITED, CHITRA INDUSTRIAL ESTATE, GIDC PHASE - II, Survey No. 176/P, 87/P, Mouje : Chitra, Ta: & DI : Bhavnagar, Gujarat, India</p>
4	<p>PAR DRUGS AND CHEMICALS LIMITED</p> <p>Office No. 805, Eighth Floor, “DWARKESH COMPLEX”, Opp. Panorama Complex, RC Dutta Road, Survey no: 557 Paiki, City Survey No: 2193, 2194, 2195, 2197, 2198, Mouje: Vadodara Kasba, Ta: & Dist: Vadodara, Gujarat India 390007</p>
5	<p>PAR DRUGS AND CHEMICALS LIMITED</p> <p>Office No. 815, 816, Eighth Floor, “NILAMBER TRIUMPH”, Nr. Nilambar Circle, 30 Mtr Gotri-Vasna Road, Survey no: 35/1/1, 35/2, TPS No. 17, FP no: 7/2+8 part, mouje: Saiyed- Vasna, Ta & Dist: Vadodara, Gujarat – 390021 India.</p>
6	<p>PAR DRUGS AND CHEMICALS LIMITED (Plant & Machinery) (that includes the weighing scale, lab & office equipment, solar roof panel, vehicles and other misc. assets)</p> <p>Situated at Plot No:333/1, 333/2, 334, 335, 336/A, 336/B, 337, & 338, PAR DRUGS AND CHEMICALS LIMITED, Chitra Industrial Estate, GIDC, Phase - 2, At: Chitra, Ta: & Dist: Bhavnagar.</p>
7	<p>Current Assets :</p> <p>Inventories, Trade Receivables, Employee Loans, Advance to suppliers of goods & services, Security Deposits except Cash Balance, Bank Balance, Bank FDR & Current Investments.</p> <p>Less, Current Liabilities: Trade Payables, Statutory Liabilities, Employee benefits Liabilities and Provision for Expenses except provision for Income-tax and deferred tax.</p>

RESOLVED FURTHER THAT pursuant to the provisions of Section 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/other concerned bodies and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company ("Board"), which expression shall also include a committee thereof), and approval of the members of the Company be and is hereby accorded to enter into material related party transaction by way of execution agreement (and all ancillary agreements in connection therewith) with PHAL-JIG FINE CHEMICALS PRIVATE LIMITED, a company incorporated under the laws of India bearing corporate identity number U24231GJ1991PTC015166 and having its registered office at Takhteshwar Plot 42 B 3-4, Nr. Home School, Bhavnagar-364001, Gujarat, India, which is a related party of the Company for the sale and transfer of existing establishment Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities undertaking of the Company as a going concern on a slump sale basis to PHAL-JIG FINE CHEMICALS PRIVATE LIMITED for a lumpsum consideration of Rs. 92.88 Crores (Rs. 93 Crores approx.), on such terms and conditions as detailed out in the agreement (including any amendments or modifications thereto) to be entered into between the Company and PHAL-JIG FINE CHEMICALS PRIVATE LIMITED for sale of assets at arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

ITEM NO. 2: TO MAKE VENTURE IN TO THE BUSINESS OF REAL-ESTATE AND CONSTRUCTION DIRECTLY OR INDIRECTLY, CAPITAL MARKET AND DIRECTLY OR INDIRECTLY ENTER INTO THE BUSINESS OF THE CLEAN AND RENEWABLE ENERGY BY ALTERATION OF MAIN OBJECT 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 the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, subject to the approval of the Registrar of Companies, Ahmedabad, and the consent of the members of the company be and is hereby accorded, to append following sub clause (3), (4), (5), (6), (7), (8), (9), (10) and (11) after sub clause (2) of clause III (A) of the Memorandum of Association of Company:

Real-estate and Construction

(3) To purchase or sale any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and/or re-develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual or any other entity units comprised in such building(s).

(4) To purchase or sale any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within or outside the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy instalments or by hire purchase system and otherwise.

(5) To purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents.

(6) To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.

(7) To construct, execute, carryout, equip, support maintain, operate, improve, work, develop and/or re-develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbors, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irritations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

Capital Market

(8) To acquire or trade or arbitrage or jobbing or trading in shares, stocks, debenture, debenture stock, bonds, obligation or securities by original subscription, exchange, of securities otherwise and to subscribe for the same either conditionally or otherwise, to guarantee the subscription thereof issued or guaranteed by any government, state, public body, or authority, firm, body corporate or any other entity or persons in India or elsewhere by own money of the shareholders only.

Clean and Renewable energy

(9) To generate electrical power by conventional and non-conventional methods including coal, gas lignite, oil, biomass, waste, thermal, solar, hydel, geo-hydel, wind and tidal waves. To carry on the business of manufacturers, exporters, importers, contractors, sub- contractors, sellers, buyers and agents for renewable energy systems like solar, biomass, solid wastes, by-product gases and components thereof.

(10) To carry on the business as manufacturers, exporters, importers, contractors, sub-contractors, sellers buyers and agents for wind mills and components and parts including Rotor Blades, braking systems, tower, nacelle, control unit, generator.

(11) To generate, accumulate, transmit, distribute, purchaser, sell and supply electricity power or any other energy from conventional / non-conventional energy sources on a commercial basis and to construct, lay down, establish, operate and maintain power / energy generating stations, including buildings, structures, works, machineries, equipments, cables and to undertake or to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring to third person/s, Power plants and Plants based on conventional or non-conventional energy sources, Solar Energy Plants, Wind Energy Plants, Mechanical, Electrical, Hydel, Civil Engineering works and similar projects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Ahmedabad.”

**By Order of the Board of Directors
For Par Drugs and Chemicals Limited**

**Place: Vadodara
Date: 06/12/2024**

Sd/-

**Sanket B. Trivedi
Company Secretary & Compliance Officer
(Membership No: ACS: 51758)**

Par Drugs And Chemicals Limited
CIN: L24117GJ1999PLC035512
Registered office: 815, Nilamber Triumph, Gotri Vasna Road,
Vadodara-390007, Gujarat, India
Phone no.: 0265-2991021, 0278-2447013
Website: www.pardrugs.com Email: investors@pardrugs.com

NOTES

1. Pursuant to applicable provisions of the Companies Act, 2013 read with Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 22/2020 dated June 15, 2020, General Circular no. 33/2020 dated September 28, 2020, General Circular no. 39/2020 dated December 31, 2020, General Circular no. 09/2023 dated September 25, 2023 and General Circular no. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other relevant SEBI Circulars physical attendance of the Members to the Extra Ordinary General Meeting (hereinafter called "EGM") venue is not required and EGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, the EGM of the members of the Company is being convened and conducted through VC/ OAVM.
2. 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 the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (RTA of the Company) 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 venue voting system on the date of the EGM will be provided by RTA of the Company.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a scanned copy (PDF/JPG Format) certified copy of its Board or Governing Body Resolution/Authorization etc. authorizing its representative to attend EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address at jaymeen@csjka.in with a copy marked to enotices@linkintime.co.in .
5. The Members can join the EGM 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.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.pardrugs.com. The Notice can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://instavote.linkintime.co.in>
8. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 22/2020 dated June 15, 2020, General Circular no. 33/2020 dated September 28, 2020, General Circular no. 39/2020 dated December 31, 2020, General Circular no. 09/2023 dated September 25, 2023 and General Circular no. 09/2024 dated September 19, 2024
9. Further, in terms of the MCA Circulars and the SEBI Circulars, the Company is sending this EGM Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
10. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No. 1 and 2 of the Notice is annexed hereto.
11. In case of joint holders, 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 at the EGM.
12. All the Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, between 11:00 a.m. and 5:00 p.m. up to the date of meeting and shall also be available at the website of our Company during the EGM at www.pardrugs.com
13. Members desirous of obtaining any information concerning accounts or operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting through email on investors@pardrugs.com so that the information required may be made available at the Meeting and the same will be replied by the Company suitably.
14. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited via email at ahmedabad@linkintime.co.in
15. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their respective Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.

16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form-SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company Affairs.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio via email at ahmedabad@linkintime.co.in.
18. Members who hold shares in physical form and Non-Resident Indian Members are requested to inform Link Intime India Private Limited via e-mail ahmedabad@linkintime.co.in, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. To support the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs by allowing paperless compliance and stating that service of notices / documents can be effected by sending the same through electronic mode to the registered e-mail addresses of the shareholders. Notices/documents are now being sent by electronic mode to the shareholders whose e-mail addresses have been registered with the Company. Members who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses as under:

Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd in their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. (This will only help us in getting with touch with them in case of reminders emails for unclaimed

dividend if any further the data will be only use as referral data and will not be updated in the system)

20. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.

21. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice

E-VOTING (VOTING THROUGH ELECTRONIC MEANS):

- 1) In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, Standard 8 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer the facility of voting through electronic means. The Company has made necessary arrangements with Link Intime India Private Limited (RTA) to facilitate the members to cast their votes electronically, ("remote e-voting").
- 2) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date Monday, 23rd December, 2024**, shall be entitled to avail the facility of remote e-voting. Persons who are not members as on the cut-off date should treat this notice for information purpose only.
- 3) **Remote e-voting will commence at 09:00 A.M. on Saturday, December 28, 2024 and will end at 5:00 P.M. on Monday, December 30, 2024** then remote e-voting will be blocked by RTA.
- 4) Any person who have acquired shares of the company and becomes member of the company after the dispatch of the EGM Notice and holding shares as on the cut-off date may obtain the User Id and Password by referring e-voting instructions given in the notice which is uploaded on our website at www.pardrugs.com and RTA website <https://instavote.linkintime.co.in>
- 5) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 6) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
- 7) The Company has appointed CS Jaymeen Dineshbhai Trivedi, Proprietor of Jaymeen Trivedi & Associates, Company Secretaries (FCS: 9137; COP No. 10035, Peer Review Certificate: 2936/2023), to act as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM submit a consolidated Scrutinizer's Report of the total votes cast in favour

or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The result of the voting on the Resolutions shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's Report, will be posted on the website of the Company www.pardrugs.com and on the website of the RTA <https://instavote.linkintime.co.in/> and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and will also be communicated to the National Stock Exchange.

INSTRUCTIONS FOR E-VOTING AND JOINING THE EGM ARE AS FOLLOWS:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

PROCESS AND MANNER FOR ATTENDING THE GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

**By Order of the Board of Directors
For Par Drugs and Chemicals Limited**

**Place: Vadodara
Date: 06/12/2024**

Sd/-

**Sanket B. Trivedi
Company Secretary & Compliance Officer
(Membership No: ACS: 51758)**

Par Drugs And Chemicals Limited
CIN: L24117GJ1999PLC035512
Registered office: 815, Nilamber Triumph, Gotri Vasna Road,
Vadodara-390007, Gujarat, India
Phone no.: 0265-2991021, 0278-2447013
Website: www.pardrugs.com Email: investors@pardrugs.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:

ITEM NO. 1 : APPROVAL TO SELL OF EXISTING ESTABLISHMENT (LAND & BUILDING, PLANT & MACHINERY, SPECIFIC CURRENT ASSETS & CURRENT LIABILITIES) OF THE COMPANY ON SLUMP SALE BASIS

Explanatory statement for item no. 1 is being provided in accordance with Section 102 of the Companies Act, 2013, Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Your Board of Directors (“Board”) at their meeting held on 02nd December 2024 have recommended and approved the sale the Existing establishment (Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities) under Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to PHAL-JIG FINE CHEMICALS PRIVATE LIMITED towards its consideration of Rs. 92.88 Crore (Rs. 93 Crore approx.), and on such terms and conditions as may be deemed fit by the Board in the interest of the Company. Further, as per provisions of Section 180(1)(a) of the Companies Act, 2013 and regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

The consideration for the Proposed sale the Existing establishment (Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities) as recommended by the Board and the Audit Committee is based on the valuation done by M/s. Nihir Dave & Associates, Registered Valuer having GOVT.REGISTERED VALUER No: CAT-42/04-05, and Mr. Nimesh Raval, Government Approved Valuer having registration number category /I/483/2004-05/IOV (21233), PVAI (3092) has given a fairness opinion certifying that the valuation of the Existing establishment (Land, Building, Plant & Machinery) is fair and the highest valuation of the unit has been considered by the management of the company. The details of Slump Sale Valuation of the unit are as below;

Sr No	Property Details	Valuation done by (Amount in Rs.)	
		Nihir Dave	Nimesh Raval
1	PAR DRUGS AND CHEMICALS LIMITED Industrial Open Plot Plot no. 339/3, PAR DRUGS AND CHEMICALS LIMITED, Chitra Industrial Estate, GIDC Phase-II, Survey no. 95/P, 97/P, Mouje: Chitra, Ta: & DI: Bhavnagar, Gujarat, India	1,28,13,918/-	1,30,00,000/-
2	PAR DRUGS AND CHEMICALS LIMITED Non-Agriculture Open Land admeasuring 24285.00 Square meter Survey No. 102 Paiki East Side Part, land Account No (Khata No). 424, Nr. Bhadbhid Toll Naka, Mouje : Bhadbhid, Ta : & DI :	2,67,13,500/-	2,72,00,000/-

	Bhavnagar, Gujarat India - 364313		
3	PAR DRUGS AND CHEMICALS LIMITED Industrial Land and Building, Plot No. C1B - 333/1, C1B-333/2 & 334, 335, 336/A, 336/B, 337, 338, PAR DRUGS AND CHEMICALS LIMITED, CHITRA INDUSTRIAL ESTATE, GIDC PHASE - II, Survey No. 176/P, 87/P, Mouje : Chitra, Ta: & DI : Bhavnagar, Gujarat, India	47,50,58,150/-	47,60,00,000/-
4	PAR DRUGS AND CHEMICALS LIMITED Office No. 805, Eighth Floor, "DWARAKESH COMPLEX", Opp. Panorama Complex, RC Dutta Road, Survey no: 557 Paiki, City Survey No: 2193, 2194, 2195, 2197, 2198, Mouje: Vadodara Kasba, Ta: & Dist: Vadodara, Gujarat India 390007	22,20,000/-	24,05,000/-
5	PAR DRUGS AND CHEMICALS LIMITED Office No. 815, 816, Eighth Floor, "NILAMBER TRIUMPH", Nr. Nilambar Circle, 30 Mtr Gotri- Vasna Road, Survey no: 35/1/1, 35/2, TPS No. 17, FP no: 7/2+8 part, mouje: Saiyed- Vasna, Ta & Dist: Vadodara, Gujarat – 390021 India.	89,65,000/-	94,60,000/-
6	PAR DRUGS AND CHEMICALS LIMITED (Plant & Machinery) Situated at Plot No:333/1, 333/2, 334, 335, 336/A, 336/B, 337, & 338, M/S: PAR DRUGS AND CHEMICALS LIMITED, Chitra Industrial Estate, GIDC, Phase - 2, At: Chitra, Ta: & Dist: Bhavnagar.	19,69,86,212/-	19,69,86,212/-
a)	Total Fair Value of the above assets as per Valuation Report	72,27,56,780/-	72,50,51,212/-
b)	Total Realisable Sale Value of the assets as per Valuation Report		67,21,86,000/-
c)	Total Forced Sale Value of the above assets as per Valuation Report	59,41,10,063/-	
d)	Total Distress Value Sale Value of the above assets as per Valuation Report		41,96,00,000/-
	Arm's length value of the assets: Higher Value of the above assets (higher value of (a) to (d))		72,50,51,212/-
	The book value of other assets of the unit as on date.		3,38,16,000/-
	Total (1to 6)		75,88,67,212/-

7A	Current Assets : Book value of Inventories, Trade Receivables, Employee Loans, Advance to suppliers of goods & services, Security Deposits except Cash Balance, Bank Balance, Bank FDR & Current Investments as on date.	27,11,12,935/-
7B	Less: Current Liabilities: Book value of Trade Payables, Statutory Liabilities, Employee benefits Liabilities and Provision for Expenses except provision for Income-tax and deferred tax as on date.	(-) 10,11,79,864/-
	TOTAL NET VALUE OF SLUMP SALE OF UNIT	Rs.92,88,00,283

As per Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI – LODR”), any transaction entered into between related parties for selling or otherwise disposing off of property of any kind is required to be approved by the members of the Company, by way of a Special Resolution and any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract. Also related party to this transaction cannot vote at the shareholding’s meeting.

Hence, the approval of members is sought for sale/transfer of property of total consideration of Rs. 92.88 crore (Rs. 93 Crore approx.) (“Sale Consideration”) and shall be paid as per the terms of Deed of Conveyance/ Sale Deed upon completion of certain condition(s);

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Master Circular dated 11th November 2024:

Sr No	Particulars	Details
1	Name of Related Party	PHAL-JIG FINE CHEMICALS PRIVATE LIMITED CIN: U24231GJ1991PTC015166 Registered Office: Takhteshwar Plot 42 B 3-4, Nr. Home School, Bhavnagar-364001, Gujarat, India.
2	Name of the Promoter who is related party, if any	Ms. Saritaben Vallabhabhdas Savani and Mrs. Shilpa Falgunbhai Savani, are the Part of Promoter group of the listed entity are also Promoters in PHAL-JIG FINE CHEMICALS PRIVATE LIMITED.
3	Nature of relationship	As per Section 2(76)(iii) of the Companies Act, 2013: Ms. Saritaben Vallabhabhdas Savani and Mrs. Shilpa Falgunbhai Savani, are the Part of Promoter group of the listed entity are also Promoters in PHAL-JIG FINE CHEMICALS PRIVATE LIMITED Promoters of Buyer entity are also the part of Promoter group of the listed entity.

4	Nature, material terms, monetary value and particulars of the contract or arrangement	The existing establishment Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities and is proposed to be sale/ dispose of to PHAL-JIG FINE CHEMICALS PRIVATE LIMITED towards its consideration of Rs. 92.88 Crore (Rs. 93 Crore approx.), and on such terms and conditions as may be deemed fit by the Board in the interest of the Company.
5	Any advance received for the contract or arrangement, if any	No advance is received for the proposed sale of property.
6	the expected date of completion of sale/disposal and duration of contract	The expected date of completion of sale/disposal is 31 st March, 2025 and the transaction is proposed to be one time transaction.
7	Manner of determining the pricing and other commercial terms	The consideration for the Proposed sale the Existing establishment (Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities) is based on the valuation done by M/s. Nihir Dave & Associates, Registered Valuer having GOVT.REGISTERED VALUER No: CAT-42/04-05, and Mr. Nimesh Raval, Government Approved Valuer having registration number category /I/483/2004-05/IOV (21233), PVAI (3092) has given a fairness opinion certifying that the valuation of the Existing establishment (Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities) is fair and the highest valuation of the unit has been considered by the management of the company
8	any other information relevant or important for the members to take a decision on the proposed resolution.	All such information have been covered in the Statement setting out Material Facts, pursuant to Section 102(1) of the Companies Act, 2013 mentioned in the foregoing paragraphs

Below is the Disclosure as required under regulation 37A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr No	Particulars	Details												
1	Object and Commercial rationale for carrying out such sale lease or otherwise disposal of the whole or substantially the whole of the undertaking of the entity as per Regulation 37 A of SEBI (LODR) Regulations, 2015	Looking to the present scenario, the promoters of the company have found more opportunities in the sector of real estate & construction market, capital market and clean energy market as compared to the existing business of the company.												
2	Details of the use of the Proceeds arising therefrom as per Regulation 37 A of SEBI (LODR) Regulations, 2015	The Promoters of the company will utilize the fund into the three different sector and the details are as below; <table border="1" data-bbox="787 1717 1386 1938"> <thead> <tr> <th>Sr No</th> <th>Name</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Real estate and Construction</td> <td>Rs. 27 Crore</td> </tr> <tr> <td>2</td> <td>Clean energy Market</td> <td>Rs. 25 Crore</td> </tr> <tr> <td>3</td> <td>Capital Market</td> <td>Rs. 41 Crore</td> </tr> </tbody> </table>	Sr No	Name	Amount	1	Real estate and Construction	Rs. 27 Crore	2	Clean energy Market	Rs. 25 Crore	3	Capital Market	Rs. 41 Crore
Sr No	Name	Amount												
1	Real estate and Construction	Rs. 27 Crore												
2	Clean energy Market	Rs. 25 Crore												
3	Capital Market	Rs. 41 Crore												

Except Mr. Falgun Vallabhbhai Savani, Chairman & Managing Director, Mr. Jignesh Vallabhbhai Savani, Director & CEO, Mrs. Nayna Jignesh Savani, Non-Executive Director, and Mr. Ghanshyam Bhagvanbhai Savani, Whole-time Director and specifically mentioned above, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 of this notice.

Pursuant to Regulation 23 of the SEBI – LODR, none of the related parties shall vote on the resolutions set out item no 01 of the Notice.

Therefore, the Board recommends the resolution as set out at Item No. 1 of this notice for your approval as a special resolution

ITEM NO. 2 : TO MAKE VENTURE IN TO THE BUSINESS OF REAL-ESTATE AND CONSTRUCTION DIRECTLY OR INDIRECTLY, CAPITAL MARKET AND DIRECTLY OR INDIRECTLY ENTER INTO THE BUSINESS OF THE CLEAN AND RENEWABLE ENERGY BY ALTERATION OF MAIN OBJECT OF THE COMPANY

Your Board of Directors (“Board”) at their meeting held on 02nd December 2024 have recommended and approved the recommendation to make venture into the Real Estate Sector, Capital Market and in the field of Clean and Renewable Energy. And the as per the Companies Act, 2013 the provision of Section 13 which mandates that the Board of Directors of the company to enter in to new business activities only with the approval of the members of the Company by way of a special resolution

The company is currently running the business in the field of pharmaceuticals industries and board of director of the company decided to expand the business activities in the three new sectors like Real estate and Construction, capital Market and Clean and renewable energy which are the growth areas and which has been consistently yielding double digit core business growth. And looking to the present scenario, the promoters of the company have found more opportunities in the sector of real estate & construction market, capital market and clean energy market as compared to the existing business of the company.

Accordingly, board wishes to alter the object clause by addition of new business activities of the Real estate activities, capital market and in the field of clean and renewable energy. The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No.2 of this Notice.

**By Order of the Board of Directors
For Par Drugs and Chemicals Limited**

**Place: Vadodara
Date: 06/12/2024**

Sd/-

**Sanket B. Trivedi
Company Secretary & Compliance Officer
(Membership No: ACS: 51758)**

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