PDPL

PARENTERAL DRUGS (INDIA) LIMITED

Regd. Office: 340, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai-400 053 (MH) India;
Tel.: (022) 61725900-01; Fax: (022) 26333763; E-mail: pdpl_mumbai@pdindia.com; Website: www.pdindia.com

Date: 02nd February, 2022

To
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai- 400051

Symbol: PDPL

To
Bombay Stock Exchange Limited
Phiroze Jejeebhoy Towers
Rotund Bldg., Dalal Street
Mumbai- 400051

Scrip Code: 524689

Sub:- Intimation of Extra Ordinary General Meeting and Book Closure.

Dear Sir/Madam,

The Extra Ordinary General Meeting of the Company is scheduled to be held on Tuesday, the 01st day of March, 2022 at 9:30 a.m. through video conferencing/ other audio visual mode.

Further, pursuant to **Regulation 42** of **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,** the Register of Members and Share Transfer Books will be closed from **25th February, 2022 to 01st March, 2022 (both days inclusive),** for the said purpose.

You are requested to take the same on record.

Thanking You
for **Parenteral Drugs (India) Limited**

Vinod Kumar Gupta
Managing Director
DIN: 00039145

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PARENTERAL DRUGS (INDIA) LIMITED

Regd. Office: 340, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai-400 053 (MH) INDIATel.: (022) 61725900, 61725901;
Fax: (022) 26333763; E-mail: pdpl_mumbai@pdindia.com
Website: www.pdindia.com, CIN: L24100MH1983PLC126481

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting ('EOGM') of the members of **Parenteral Drugs (India) Limited** will be held on Tuesday, the 01st day of March, 2022 at 9:30 A.M. IST through Video Conferencing ('VC') or Other Audio Visual Mode ("OAVM") to transact the following businesses:-

ITEM NO. 1

AUTHORITY TO THE BOARD OF DIRECTORS TO SALE, TRANSFER AND DISPOSAL OF THE WHOLE OR SUBSTANTIALLY WHOLE OF THE ASSETS/UNDERTAKING OF THE COMPANY:

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

"RESOLVED THAT without prejudice to and in continuation of the earlier resolutions passed by the shareholders of the company on earlier occasions and pursuant to the provision of sections 180(1)(a) and section 110 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made there under, and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications, re-enactments or amendments thereto for the time being in force and also the Articles of Association of the Company, and further subject to other approvals, consents, permissions, terms and conditions and sanctions, if any, as may be required from the concerned Government, statutory/regulatory authorities and the Secured Lenders, DRT, the approval of the members of the Company be and is hereby accorded to the Board of Directors to sale, transfer or otherwise dispose of the whole or substantially the whole of the undertakings of the Company, or some of the assets individually, on as is where is whatsoever there is basis, as the case may be, together with all movable and immovable properties, whether tangible or intangible and whether forming part of the undertaking or not and other assets of the Company, wherever situated, of every nature and description whatsoever, to such person or persons, for such consideration as the Board of directors of the Company may decide in consultation with the secured lenders of the Company whose dues are outstanding for long and have classified the debts of the Company as "Non-performing"; under the One Time Settlement as per sanction letter No. SAMB/BPL/SM/552 dated 31/12/2021 of the consortium Banker, State Bank of India in the overall interest of the Company, its workers and other creditors of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to give complete effect to the transaction(s) envisaged in this resolution including but not limited to negotiation and finalizing the terms and conditions, determination of the consideration, execution of documents, contracts, schemes, agreements, deeds of conveyance and registration thereof and make and file applications and representations to seek approval from relevant authorities, secured lenders including governmental authorities for securing their permissions, wherever necessary and to deal with any incidental or ancillary matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to the transactions and to settle any question that may arise in this regard and incidental thereto,

without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions deeds and things already taken and done by the Board of Directors of the Company in furtherance of the authority to the Board given hereunder, under section 180 of the Companies Act, 2013, are hereby ratified and confirmed".

ITEM NO. 2

APPOINTMENT OF SMT. CHHAYA GUPTA (DIN: 09486091) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act, Regulation 16 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, approval of members of the Company be and is hereby accorded to appoint Smt. Chhaya Gupta (DIN:09486091) as Independent Professional Director on the Board of the Company, for a period of five (5) years w.e.f 02nd February, 2022 till 01st February, 2027 who was appointed as an Additional Director (Non-Executive Independent Woman Director) of the Company effective from 02nd February, 2022 by the Board of Directors;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Indore **BY ORDER OF THE BOARD**
Date: 02nd February, 2022

SD/-
Manohar Lal Gupta
Chairman
DIN: 00040784

Regd. Office: 340, Laxmi Plaza, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai-400 053 (MH) INDIATel.: (022) 61725900, 61725901;
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NOTES

1. Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Extra Ordinary General Meeting is annexed hereto.

2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2021 dated 08th December, 2021 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "Circulars") permitted convening the Extra - Ordinary General Meeting ("EOGM") of Companies through Video conferencing ('VC') /Other Audio Visual Mode ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars, the Extra - Ordinary General Meeting of the company is to be held through VC/ OAVM.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EOGM is to be held pursuant to the Circulars through VC/ OAVM, physical attendance of members has been dispensed with vide MCA Circular No. 14/2020 dated April 08, 2020. **Accordingly, the facility for appointment of proxies by the members will not be available for this EOGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as President of India or the Governor of a State or Body Corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.

4. The members can join the Extra - Ordinary General Meeting in the VC mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra - Ordinary General Meeting through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the Extra - Ordinary General Meeting without restriction on account of first come first served basis.

5. The attendance of the members attending the EOGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

6. 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 attend and/or vote.

7. Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion. The members can opt for only one mode of voting, i.e. either by e-voting or voting at the meeting through electronic system.

8. The Company has appointed CS Archna Maheshwari of M/s. Archna Maheshwari & Co., Practicing Company Secretaries, as Scrutinizer who shall scrutinize the remote e-voting and voting at the meeting through electronic system in a fair and transparent manner.

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 25th February, 2022 to 01st March, 2022 (both days inclusive).

10. In accordance with the aforesaid circulars and SEBI circulars, notice of the ensuing EOGM is to be sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the notice is also available on the company's website ***www.pdindia.com*** and websites of the Stock Exchanges i.e. Bombay Stock Exchange at ***www.bseindia.com*** and National Stock Exchange of India Limited at ***www.nseindia.com*** and on the website of CDSL at ***www.evotingindia.com***.

11. Members seeking any information with regard to the disclosures, inspection of related documents/registers by members in connection with the EOGM, as provided in the Act and the Articles of Association of the Company, are requested to write to the Company till the date of EOGM through email on ***investor@pdindia.com***.The same shall be made available by the Company in electronic mode.

12. Members holding shares in physical form are requested to forward all applications and shares related correspondence (including intimation for change of address and E-mail id) to the Share Transfer Agent of the Company at the following address:

    Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or write to rnt.helpdesk@linkintime.co.in

    The members are requested to:

    a. Intimate to the Registrar/ Company, changes, if any, in their registered address/ E-mail id at an early date along with the PIN code.
    b. Quote registered folio/client ID and DP ID in all their correspondence(s).

13. Members holding shares in dematerialized form (electronic form) are requested to intimate any change in their address, etc., directly to their respective depository participants.

14. The EOGM is to be convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and Circular No. 20/2021 dated 08th December, 2021.

    Voting through electronic means:

    Pursuant to the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations and in compliance with aforesaid Circulars, the Company is providing facility of remote e-voting and e-voting at the meeting to its members in respect of business to be transacted at the Extra - Ordinary General Meeting. For this purpose Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The

facility for casting votes by a member using remote e-voting as well as the e-voting system on the date of AGM will be provided by CDSL.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(i) The voting period shall begin on 26th February, 2022 at 9:00 a.m. and ends on 28th February, 2022 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e.25th February, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual shareholders holding securities in demat mode CDSL/NSDL** is as under:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit

	www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will

	open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
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 022-23058738 and 022-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent on E-mail by company/ RTA or contact to company/ RTA and those shareholders who have not registered E-mail ID may send a request to investor@pdindia.com to get their sequence number.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the Parenteral Drugs (India) Limited.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES

implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@pdindia.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor@pdindia.com. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor@pdindia.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EOGM through VC/OAVM 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 system available during the EOGM.

10. If any votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **rnt.helpdesk@linkintime.co.in**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EOGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

You are aware that during the year 2011-12, the Company faced severe liquidity crisis owing to various factors which squeezed the entire liquidity of the Company and the Company could not perform at its peak capacity during subsequent financial years. Resultantly, the case of the Company was referred to the Corporate Debt Restructuring Cell (CDR Cell) by the secured lenders with cut-off date of 1stApril, 2012. In the meantime, the Company also tried to demerge the Kasrawad and Baddi Undertakings, and secured necessary permission from SEBI, however, due to non-availability of any investor, the proposal of the Company to demerge had to be dropped.

Despite all efforts, the account of the Company became "non-performing" and the secured lenders classified the account of the Company in NPA category w.e.f 24th January, 2016. The accumulated losses to the tune of Rs.296.14 crores (Rupees Two Hundred and Ninety Six Crores and Fourteen Lakh Only) also placed the Company into the category of potentially sick Company in terms of provisions of Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 for erosion of more than 50% of the net worth by the end of financial year 31st March, 2016.

However, by the financial year ending on 31stMarch, 2017 the losses as well as the secured and other debts of the Company further escalated rendering it impossible for the Company to run the plants and service the debts. You would appreciate that the directors of the Company have been trying their best to somehow survive in the worst possible period, however they are of the opinion that at this juncture remedial measures are the measures of last resort.

The Board at its meeting held on 2nd February, 2022 approved the Company to sell / dispose off its following assets/undertaking situated at Village Asrawad, Bujurg Nemawar Road, Tehsil & District Indore (M.P.):-

S. No.	Khasra No.	In Hectare	In Acres
1.	251/1	3.068	7.581
2.	251/2	4.047	10.00
3.	251/3	2.023	5.00
4.	251/4	2.023	5.00

5.	252/2	0.154	0.381
6.	254/1/2	0.931	2.301
7.	254/2/2(s)	0.379	0.937
8.	258/3/1	2.238	5.530
9.	258/3/2	0.8580	2.120
10.	258/4(MIN 2)	1.652	4.082
	Total	**17.373**	**42.926**

to Prakash Asphaltings and Toll Highways (India) Limited and/or to any of its Group concerns/Trust/LLP/Associates together with all specified tangible and intangible assets in relation to the Undertaking (excluding its brand name and the specific liabilities), on a slump sale basis as a going concern and/ or individually,or on an "as is where is" basis along with some other specified assets of the third parties, as charged for the security of the various credit facilities for a consideration as agreed by the Secured Lender under Consortium i.e. State Bank of India(Lead Bank) and member Punjab National Bank vide their sanction letter no. SAMB/BPL/SM/552 dated 31/12/2021 .The net proceeds from the sale of the aforesaid assets as well as third party specified assets shall be utilized as permitted by the secured lenders of the Company under the scheme of OTS or revival vide sanction letter No. SAMB/BPL/SM/552 Dated 31/12/2021 of the State Bank of India, the Consortium Banker at a price as agreed by the Board of Directors of the Company in consultation with the secured lenders of the Company and subject to No Objection from DRT/NCLT. Copy of the aforesaid letters No SAMB/BPL/SM/552 Dated 31/12/2021 of the State Bank of India and offer letter of Prakash Asphaltings and Toll Highways (India) Limited dated 29/07/2021 is placed before the Meeting and a copy of the same is available for inspection till the conclusion of the aforesaid Extra Ordinary General Meeting.

Apart from above stated properties, the Board of Directors may also sell/dispose the remaining assets whether movable/immovable to such person or persons willing to purchase such remaining assets including but not limited to any buyer who is willing to purchase the entire lot of assets or some of the assets of the Company, on as is where is whatsoever there is basis, as the case may be, together with all movable and immovable properties whether tangible or intangible and whether forming part of the undertaking or not and all other assets of the Company, wherever situated, of every nature and description whatsoever.

The aforesaid action of the Board of Directors of the Company would require prior approval of the shareholders of the Company under the provisions of section 180 of the Companies Act, 2013 and Companies (Meeting of Board and its Powers), Rules, 2014 as amended from time to time and the applicable provisions of the SEBI (LODR) Regulations, 2015.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested financially or otherwise in the aforesaid Special Resolution.

ITEM NO. 2

The Nomination and Remuneration Committee & the Board of Directors of the Company, subject to the approval of shareholders, has appointed Mrs. Chhaya Gupta (DIN: 09486091), as an Additional Director of the Company at their meetings held on 1st February, 2022 & 02nd February, 2022 respectively. Mrs. Chhaya Gupta (DIN: 09486091) fulfills the conditions of appointment of Independent Director as specified in sections 149, 150, 152, and other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Companies Act, 2013 Act, Regulation 16 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), and the Articles of Association of the Company. Accordingly, Mrs. Chhaya Gupta, as an Additional Director, holds office upto the date of this General Meeting. Mrs. Chhaya Gupta has rich experience in the area of Corporate Law, Security Law, SEBI compliance, Insolvency & Bankruptcy Code and Corporate Restructuring. In the opinion of the Board, she fulfills all the conditions specified in the Companies Act, 2013 for such appointment.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mrs. Chhaya Gupta (DIN:09486091) as an Independent Director, to be appointed under the provisions of Section 149 (10) of the Act. The Company in this context has received consent from her in writing to act as Director in Form DIR-2 and intimation in Form DIR-8, to the effect that she is not disqualified under Section 164 (2), and the notice of interest or concern in other Companies, Bodies Corporate, Firms or other Association of Individuals in Form MBP-1 and declaration as per section 149(6) of the Companies Act, 2013.

The brief profile of Mrs. Chhaya Gupta (DIN:09486091) is stated in the annexure to the Notice.

A copy of the draft letter of appointment of Mrs. Chhaya Gupta (DIN: 09486091) as an Independent Director setting out the terms and conditions shall be placed on table at the time of meeting for inspection of the Members at the Registered Office during normal business hours on any working day of the Company. In the opinion of the Board, Mrs. Chhaya Gupta (DIN: 09486091) fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director as she is independent of the Management.

According to the provisions of section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Listing Regulations every listed company shall have atleast one Woman Director. Keeping in view the requirements of Companies Act, 2013 and Listing Regulations, the Company has to Comply with the said requirements on account of casual vacancy occurred due to

resignation of Mrs. Deepali Garhewal (DIN: 05302559), Independent Director of the Company.

Also, in terms of sub-section (13) of section 149 read with explanation to sub-section (6) of section 152 of the Companies Act, 2013, Independent Directors are not liable to retire by rotation.

According to proviso to sub-section (5) of section 152 of the Companies Act, 2013, in the opinion of the Board, she fulfills the conditions for his appointment as an Independent Director. She is independent of the management.

Keeping in view her expertise and knowledge, it will be in the interest of the Company to appoint her as an Independent Director.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mrs. Chhaya Gupta (DIN: 09486091) are concerned or interested, financially or otherwise, in the passing of this resolution.

The Board recommends passing of the resolution as set out in Item No. 2 as a **Special Resolution**.

Place: Indore **BY ORDER OF THE BOARD**
Date: 02nd February, 2022

SD/-
Manohar Lal Gupta
Chairman
DIN: 00040784

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Website: www.pdindia.com, CIN: L24100MH1983PLC126481

ANNEXURE TO NOTICE DATED 2ND FEBRUARY, 2022

DETAILS OF INDEPENDENT DIRECTOR (MRS. CHHAYA GUPTA) TO BE APPOINTED IN THE ENSUING EXTRA ORDINARY GENERAL MEETING:

S. No.	Particulars	Mrs. Chhaya Gupta
1.	Age	44 years
2.	Qualifications	B. Com, M.Com, Member of ICSI, Member of ICSIIIP, Member of ICSIRVO, Member of IICA, Member of Peer Review Board of ICSI
3.	Experience (including experience in specific functional area)/ brief resume	More than 20 years of working experience in dealing with large Corporates in the field of Companies Act 1956/2013 & General Laws and acquired expert knowledge in Corporate Restructuring, Corporate Laws, Corporate Advisories, Valuation, Stress Assets Resolution.
4.	Terms and Conditions of Appointment/ Re-appointment	As per the Resolution set out at Item No. 2 of the Notice convening the Extra-Ordinary General Meeting on 1st March, 2022, Smt. Chhaya Gupta (DIN: 09486091) is proposed to be appointed as an Independent Professional Director.
5.	Remuneration last drawn (including sitting fees, if any)	NA
6.	Remuneration proposed to be paid	Rs. 2000 per meeting for the Board or Committee thereof.
7.	Date of first appointment on the Board	2nd February, 2022
8.	Relationship with other Directors/ Key Managerial Personnel	NA
9.	No. of meetings of the Board attended during the year	NA
10.	Directorships of other Boards	NA
11.	Membership/Chairmanship of committees of other Boards	NA