## **PARTH INDUSTRIES LIMITED**

Regd. Office: A-1, Block A, 6th Floor, Safal Profitaire, Nr. Prahaladnagar Garden, S.G. Road, Ahmedabad-380051, Email: parthindustrieslimited@gmail.com
Phone: 090999 35892 | CIN: L91110GJ1993PLC017863

08th September, 2016

To,
The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Tower
Dalal Street,
Mumbai – 400 001

Ref: Scrip Code: 526349

Dear Sir/Madam,

### Sub: Notice of the 23rd Annual General Meeting (AGM) of the Company

This is with reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of notice of 23<sup>rd</sup> Annual General Meeting of the Company scheduled to be held on Friday, 30<sup>th</sup> September, 2016 at 10:00 a.m. at A-1, Block A, 6th Floor, Safal Profitaire, Nr. Prahaladnagar Garden, S.G. Road, Ahmedabad -380051.

Kindly take the same on your records and acknowledge the receipt thereof.

Thanking You,

For, Parth Industries Limited

Raghvandra Kulkari Managing Director

DIN: 06970323

### **NOTICE**

Notice is hereby given that the Annual General Meeting of the members of **PARTH INDUSTRIES LIMITED** will be held on 30<sup>th</sup> September, 2016 at 10:00 a.m. at A-1, Block A, 6<sup>th</sup> Floor, Safal Profitaire, Nr. Prahaladnagar Garden, S.G. Road, Ahmedabad -380051 to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2016, Balance Sheet as on that date, Director's Report and the Auditor's Report thereon.
- 2. To appoint Director in place of Mr. Raghvendra Kulkarni who retires by rotation and being eligible offers himself for reappointment.
- 3. To appoint the Auditors of the Company from the Conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2021 and to fix their remuneration.

### **SPECIAL BUSINESS:**

4. Appointment of Ms. Sonal Gandhi (DIN: 07351479), as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Ms. Sonal Gandhi (DIN: 07351479), a non-executive Director of the Company, who has submitted criteria for independence as provided in declaration that she meets the Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the 29th term of five years, with effect from 30th September, 2016 to September, 2021."

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

5. Appointment of Mr. Divyakant Gandhi (DIN: 07351488), as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Divyakant Gandhi (DIN: 07351488), a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years, with effect from 30th September, 2016 to 29th September, 2021."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

# 6. Appointment of Mr. Vipulbhai Jana (DIN: 07457196), as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Vipulbhai Jana (DIN: 07457196), a non-executive Director of the Company, who has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years, with effect from 30th September, 2016 to 29th September, 2021."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

# 7. Regularize the Appointment of Mr. Deepal Gandhi (DIN:07351470) as Regular Director 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 provisions of Section 161 and all other applicable provisions of the Companies Act 2013 and Articles of

Association of the Company, Mr. Deepal Gandhi (DIN:07351470), who was appointed as an Additional Director by the Board of Directors w.e.f. 26/11/2015, who is eligible to be appointed as Director of the Company u/s 152 of the Companies Act, 2013 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

"RESOLVED FURTHER THAT any of the Director of the company be and is hereby authorised to file Form DIR-12 and make necessary entries in the Statutory register and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

For and on Behalf of the Company

Date: 12/08/2016 Place: Ahmedabad

Sd/(Raghvandra Kulkarni) (Deepal Gandhi) (Sonal Gandhi)
Managing Director Director Director
DIN: 06970323 DIN: 07351470 DIN: 07351479

### **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

- 2. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
- 3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demate form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
- 4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
- 5. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in

pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL)

### A. The instructions for members for voting electronically are as under:-

- (i) The remote e-voting period begins on 27<sup>th</sup> September, 2016 (11.00 a.m.) and ends on 29<sup>th</sup> September, 2016 (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 of 23<sup>rd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website <u>www.evotingindia.com</u>
- (iii) Click on "Shareholders" tab.
- (iv) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 digits client ID,
  - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax
	Department (Applicable for both demat shareholders as well as
	physical shareholders)
	Members who have not updated their PAN with the Company/ their
	Depository Participant are requested to use the first two letters of
	their name and the last 8 digits of the demat account/folio number in
	the PAN field.
	In case the folio number is less than 8 digits enter the applicable
	number of 0's before the number after the first two characters of the
	name in CAPITAL letters. Eg. If your name is Ramesh Kumar with
	folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the
	Company records for the said demat account or folio in

	dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account
Bank	or in the Company records for the said demat account or folio.
Details	
	Please enter the DOB or Dividend Bank Details in order to login. If
	the details are not recorded with the depository or Company please
	enter member id / folio number in the Dividend Bank details field as
	mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'PARTH INDUSTRIES LIMITED'.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) Note for Non-Individual Shareholders & Custodians:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.)
    and Custodians are required to log on to <a href="www.evotingindia.com">www.evotingindia.com</a> and
    register themselves as Corporate and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="https://example.com">helpdesk.evoting@cdslindia.com</a>

- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk. evoting@cdslindia.com.
- B. 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 of 23<sup>rd</sup> September, 2016.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote evoting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Rupal Patel, Scrutinizer, having office address at 303, Prasad Aprt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: <a href="mailto:roopalcs2001@gmail.com">roopalcs2001@gmail.com</a> so as to reach her on or before 12th September, 2016 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their

- vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <a href="www.parthindustriesltd.webs.com">www.parthindustriesltd.webs.com</a> within 48 (Forty Eight) hours of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.
- 6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
- 7. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- 8. Corporate members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
- 9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited -Registrar and Share Transfer agent of the Company immediately.
- 10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.

- 11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
- 12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

For And On Behalf Of the Company

Date: 12/08/2016 Place: Ahmedabad

Sd/(Raghvandra Kulkarni) (Deepal Gandhi) (Sonal Gandhi)
Managing Director Director Director
DIN: 06970323 DIN: 07351470 DIN: 07351479

### ANNEXURE TO THE NOTICE EXPLANATORY STATMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

# Item No. 2 Details of Director seeking reappointment at Annual General Meeting:

Name	Mr. Raghvendra Kulkarni
Date of Birth	05/12/1988
Directorship in other Public	Nil
limited Companies	
Membership of Committees of	Nil
other Public Limited Companies	
Director of Company since	30/10/2014
No. of Shares Held	Nil

### Item No. 4

Ms. Sonal Gandhi, Director of the Company, has given a declaration to the Board that she met the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, The Director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and She is independent of the management.

Ms. Sonal Gandhi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, her appointment as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday. Brief resume and other details of the Independent Director whose appointment is proposed, is provided in the annexure to the Explanatory statement attached herewith.

Ms. Sonal Gandhi is deemed to be interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to his respective appointment.

The Board recommends the said resolution for your approval.

Save and except the above, none of the other Director or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Director of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

### **Profile of the Directors:**

Name		Ms. Sonal Gandhi
Date of birth		02/09/1974
Qualification		M. Com., L.L.B.
Expertise		Taxation
Director of the Company	:	12/03/2016
since		
Directorship in other public		Nil
limited companies		
Membership of Committees		Nil
of other public limited		
companies		
No. of Shares held in the	:	Nil
Company		

### Item No. 5

Mr. Divyakant Gandhi, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, The Director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Mr. Divyakant Gandhi is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed, is provided in the annexure to the Explanatory statement attached herewith.

Mr. Divyakant Gandhi is deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to his respective appointment.

The Board recommends the said resolution for your approval.

Save and except the above, none of the other Director or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Director of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

### **Profile of the Directors:**

Name		Mr. Divyakant Gandhi
Date of birth		13/02/1947
Qualification		B. Sc.
Expertise		Administration
Director of the Company	:	12/03/2016
since		
Directorship in other public		Nil
limited companies		
Membership of Committees		Nil
of other public limited		
companies		
No. of Shares held in the	:	Nil
Company		

#### Item No. 6

Mr. Vipulbhai Jana, Director of the Company, has given a declaration to the Board that he met the criteria of independence as provided under Section 149(6) of the Act, In the opinion of the Board, The Director fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Mr. Vipulbhai Jana is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, his appointment as Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed, is provided in the annexure to the Explanatory statement attached herewith.

Mr. Vipulbhai Jana is deemed to be interested in the resolutions set out respectively at Item No. 6 of the Notice with regard to his respective appointment.

The Board recommends the said resolution for your approval.

Save and except the above, none of the other Director or any key managerial personnel or any relative of any of the Director of the Company or the relative of any of the Director of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

### **Profile of the Directors:**

Name		Mr. Vipulbhai Jana
Date of birth		30/10/1996
Qualification		H.S.C.
Expertise		Accounts
Director of the Company	:	12/03/2016
since		
Directorship in other public		Nil
limited companies		
Membership of Committees		Nil
of other public limited		
companies		
No. of Shares held in the		Nil
Company		

### Item No. 7:

## Regularize the Appointment of Mr. Deepal Gandhi (Din: 07351470) as Regular Director of the Company:

Mr. Deepal Gandhi (Din: 07351470) was appointed as an additional director of the company with effect from 26/11/2015, pursuant to provision of Section 161 of the Companies Act, 2013. The Company has appointed himself as an Executive Director of the Company under section 152 of the Companies Act, 2013 and whose term of office liable to determination for retire by rotation.

None of the Directors of the Company are interested in the resolution set out at of the accompanying notice.

Name		Mr. Deepal Gandhi
Date of birth		19/01/1974
Qualification		Bachelor of Commerce
Expertise		Finance and Statutory Compliances
Director of the Company	:	26/11/2015
since		
Directorship in other public		Nil
limited companies		
Membership of Committees		Nil
of other public limited		
companies		
No. of Shares held in the		Nil
Company		

## For And On Behalf Of the Company

Date: 12/08/2016 Place: Ahmedabad

Sd/(Raghvandra Kulkarni) (Deepal Gandhi) (Sonal Gandhi)
Managing Director Director Director
DIN: 06970323 DIN: 07351470 DIN: 07351479