

NOTICE

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **PARKER AGROCHEM EXPORTS LIMITED** will be held as scheduled below:

Date	: 30 th September, 2022
Day	: Friday
Time	: 12.00 Noon
Place	: At the Registered Office: Block H, Plot 3 & 4, New Kandla – 370 210 (Kutch)

to transact the following business:

ORDINARY BUSINESS:

- To receive and adopt audited financial statements of the Company for the financial year 2021-22 and to pass the following resolution, with or without modification as an **ORDINARY RESOLUTION**:
“RESOLVED THAT the Audited Financial Statements of the Company for the financial year 2021-22 comprising of Balance Sheet as on 31st March, 2022 and Profit and Loss Statement for the Financial year ended on 31st March, 2022 together with all annexure and attachment thereto including Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and are hereby approved.”
- To appoint a Director in place of Mr. Natvarlal J. Acharya (DIN:01947789), who retires by rotation and being eligible, offers himself for re appointment and to pass following resolution, with or without modification as an **ORDINARY RESOLUTION**:
“RESOLVED THAT the retiring Director, Mr. Natvarlal J. Acharya (DIN:01947789), be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary, consent of the members of the Company be and is hereby accorded to the revision in terms of contract entered into or to be entered into (expressed or implied) for sale/purchase of goods or availing/providing any services to/from such parties as specified under section 2(76) of the Companies Act, 2013.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby given specifically for the following material related party transactions:

Sr. No.	Name of Related Party	Nature, Duration and particulars of the contract	Nature of Relation-ship	Material terms of contract or arrangement	Amount	Other terms
1.	Parker Agrochem Products Pvt. Ltd. (PAPPL)	Taking Storage Tanks (upto 23243 MT approx.) on Hire basis for further period of 5 years from 01/10/2021 to 30/09/2026	Private Company in which relatives of MD & Directors are Directors & Members.	Extra Charges: Terminalling charges are for storing edible oil for certain number of times every month in tanks. PAPPL may charge some top up charges, if there is any top up during the month.	Terminalling Charges: (Upto Rs. 100 Per Metric Tonne, Per Month + GST & Other Taxes & charges applicable, if any) (Terminalling charges may vary upto 50% depending upon market conditions)	Overall contract value: Upto Rs. 6 Crores p.a.

RESOLVED FURTHER THAT the members of the Company do hereby ratify and confirm all the acts, deeds, matters and things of any one of the Directors/KMP of the Company with respect to the related party transactions entered/to be entered into by the Company with any of the related parties.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, matters and things as may be necessary to give effect to above resolution.”

- To appoint Mr. Jitendrakumar Prabhulal Thakkar (DIN: 09228240) as an Independent Director of the Company for a term of five years and to pass following resolution, with or without modification, as a **SPECIAL RESOLUTION**:
“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Jitendrakumar Prabhulal Thakkar (DIN: 09228240), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria of 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 to hold office for a term of 5 (Five) years w.e.f 1st October, 2022.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or reenforcement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Mr. Jitendrakumar Thakkar.

RESOLVED FURTHER THAT any one of the Director be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”

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5. To appoint Mr. Nikeshkumar Bhagvatprasad Patel (DIN: 09698368) as an Independent Director of the Company for a term of five years and to pass following resolution, with or without modification, as a SPECIAL RESOLUTION:
- “RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Nikeshkumar Bhagvatprasad Patel (DIN: 09698368), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria of 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 to hold office for a term of 5 (Five) years w.e.f 1st October, 2022.
- RESOLVED FURTHER THAT** the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or reenforcement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Mr. Nikeshkumar Bhagvatprasad Patel.
- RESOLVED FURTHER THAT** any one of the Director be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”
6. To appoint Mr. Kamleshkumar Champaklal Soni (DIN: 09698403) as an Independent Director of the Company for a term of five years and to pass following resolution, with or without modification, as a SPECIAL RESOLUTION:
- “RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mr. Kamleshkumar Champaklal Soni (DIN: 09698403), in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of the Director and who has submitted a declaration that he meets the criteria of 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 to hold office for a term of 5 (Five) years w.e.f 1st October, 2022.
- RESOLVED FURTHER THAT** the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or reenforcement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Mr. Kamleshkumar Champaklal Soni.
- RESOLVED FURTHER THAT** any one of the Director be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”

Registered Office:

Block H, Plot 3 & 4,
New Kandla – 370 210
Kutch.

Date: 8th August, 2022

CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-

Jagdish R. Acharya

(DIN:01251240)

Chairperson & Managing Director

NOTES:

- In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide circular no. 20/2020 dated 5th May, 2020 read with circular No. 14/2020 dated 8th April, 2020, circular No. 17/2020 dated 13th April, 2020, circular No. 02/2021-22 dated 13th January, 2021 and circular No. 02/2022 dated 5th May, 2022 (collectively referred to as ‘MCA Circulars’) and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 15th January, 2021 and SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as ‘SEBI Circulars’), inter alia, permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) without the physical presence of the Members at a common venue. Hence, the Company is providing VC option to the members of the company to attend the meeting through video conferencing. However, the members attending the meeting through VC shall not be entitled to attend proxy. The credentials of attending the meeting through VC are given elsewhere in this Notice.**
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- Pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015 and Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books will remain closed from Friday, 23rd September, 2022 to Friday, 30th September, 2022 (both days inclusive).
- Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
- Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:
Link Intime India Pvt. Ltd.
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre,
Nr. St. Xavier’s College Corner, Off C. G. Road, Ellisbridge, Ahmedabad - 380006.
- The Notice of 29th AGM along with Financial Statements are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same.
- The members whose email ids are not registered in their Demat Account with their Depository Participant and who have not provided their email ids to the Company/RTA, are requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company parkeragro_abd@yahoo.in/ RTA rnt.helpdesk@linkintime.co.in

8. E-VOTING:

Pursuant to provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the notice convening 29th Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The complete details of the instructions for e-voting are annexed to this notice.

9. The instructions for shareholders voting on the day of the AGM on e-voting system and instructions for attending the AGM through VC / OAVM are also annexed to this Notice separately.
10. Members, directors, auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Attendance of the members will be recorded on the CDSL platform at the time when the member log in to attend the AGM through VC/OAVM.
12. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

13. EXPLANATORY STATEMENT:

ITEM NO. 3:

The Company has been mainly engaged in business of renting of Storage Tanks. The Company is also in the business of trading in commodities including gold and silver and also shares and securities. The annual turnover of the Company for the year ended on 31st March, 2022 is Rs. 8.34 Crores. In furtherance of its business activities, the Company has entered into / will enter into transactions/ contract(s) / agreement(s) / arrangement(s) with related parties in terms of Section 2(76) of the Companies Act, 2013 as also Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). All related party transactions of the Company are at arm's length and in the ordinary course of business. Hence, there is no need to obtain approval of the members of the Company under Section 188 of the Companies Act, 2013 and Rules made thereunder. Moreover, provisions of Regulation 23(4) read with 23(8) of the SEBI-LODR are also not applicable to the Company. However, in view of good corporate practice, the approval of the members is being sought by way of an Ordinary resolution for the related party transactions with the aforesaid related party. At present, such related party transactions are not material in nature. However, in future depending on the turnover of the Company and the value of related party transactions, the same may be material. Hence, by way of abundant caution and as good practice, the approval of the members has been proposed to be obtained.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the Audit Committee of the Company and compared with the benchmarks available for similar type of transactions. Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises of sufficient number of independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The particulars of the transactions pursuant to Para 3 of Explanation (1) of Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 are as under:

Sr. No.	Name of Related Party	Nature, Duration and particulars of the contract	Nature of Relation-ship	Material terms of contract or arrangement	Amount	Other terms
1.	Parker Agrochem Products Pvt. Ltd. (PAPPL)	Taking Storage Tanks (upto 23243 MT approx.) on Hire basis for further period of 5 years from 01/10/2021 to 30/09/2026	Private Company in which relatives of MD & Directors are Directors & Members.	Extra Charges: Terminalling charges are for storing edible oil for certain number of times every month in tanks. PAPPL may charge some top up charges, if there is any top up during the month.	Terminalling Charges: (Upto Rs. 100 Per Metric Tonne, Per Month + GST & Other Taxes & charges applicable, if any) (Terminalling charges may vary upto 50% depending upon market conditions)	Overall contract value: Upto Rs. 6 Crores p.a.

The material related party transactions for which the approval of the shareholders is being sought fall into the category of rent for storage tank in which Company deal in the ordinary course of business. The terms and particulars of the related party transactions are at par with the terms entered into with unrelated parties. In the Financial year 2021-22, the Company entered into related party transactions for renting storage tanks of Rs. 1.04 Crores with Parker Agrochem Products Private Limited which in aggregate amounted to 12.46% of the turnover for the year 21-22. In view of business exigencies, the quantum of related party transactions may increase or decrease vis a vis the turnover of the Company for the respective financial year. The approval of the members has been sought for the period of 5 financial years from 01/10/2021 to 30/06/2026 with maximum quantum for the aforesaid related party.

It would be in the interest of the Company to enter into such related party transactions as the related party transaction will bring incremental revenue to the Company.

The approval of the members sought by this resolution would be in addition to the approval of the members sought in the past with respect to other related party transactions.

Mr. Jagdish R. Acharya, Mrs. Shantaben J. Acharya and Mr. Natvarlal J. Acharya, Directors of the Company are concerned or interested in this resolution as this resolution pertains to approval of the contract entered into or to be entered into (expressed or implied) for sale/purchase or availing of any services from Parker Agrochem Products Private Limited, Company in which their relatives are Directors and also shareholders.

Except above, none of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

Pursuant to second proviso of Section 188 of the Companies Act, 2013, no member of the related party of the Company shall vote to approve such resolution, related to approval of any contract or arrangement which may be entered into by the company.

All documents connected with this resolution are available for inspection by the members at the Registered Office of the Company during normal business hours of the Company on any working day.

The Board of Directors recommends this resolution to be passed as an Ordinary Resolution.

ITEM NO. 4

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Jitendrakumar Thakkar (DIN: 09228240) for the office of the Independent Director.

Mr. Jitendrakumar Prabhulal Thakkar aged 48 years holds Diploma. He has knowledge of Accounting, Banking, VAT, GST and management work.

He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Jitendrakumar Thakkar fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable requirements of the SEBI (LODR) Regulations, the appointment of Mr. Jitendrakumar Thakkar as an Independent Directors is being placed before the Members for their approval by an Ordinary Resolution.

The Company has received from Mr. Jitendrakumar Thakkar the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mr. Jitendrakumar Thakkar as a Director will be of immense value. The proposed Independent Director has undertaken that he will take due process to include his name in the ID databank before his appointment and that he will also fulfil the proficiency criteria within the permitted time period.

Under the Companies Act, 2013, Ordinary resolution is sufficient for the appointment of Independent Director and that the Corporate Governance provisions of SEBI-LODR are not applicable to the Company. However, as a good practice, the Directors recommend this resolution to be passed as a Special Resolution.

The documents connected with this special business including terms and conditions of appointment of Mr. Jitendrakumar Thakkar will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Mr. Jitendrakumar Thakkar is interested in this resolution since it relates to his appointment as an Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution. Additional information in respect of the proposed Director is given elsewhere in the Notice.

ITEM NO. 5

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Nikeshkumar Bhagvatprasad Patel (DIN: 09698368) for the office of the Independent Director.

Mr. Nikeshkumar B. Patel aged 52 years is B. Com Graduate. He has 25 years of rich experience of dealing in Agribusiness Commodity Trading.

He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Nikeshkumar B. Patel fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable requirements of the SEBI (LODR) Regulations, the appointment of Mr. Nikeshkumar B. Patel as an Independent Directors is being placed before the Members for their approval by an Ordinary Resolution.

The Company has received from Mr. Nikeshkumar B. Patel the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mr. Nikeshkumar B. Patel as an Independent Director will be of immense value. The proposed Independent Director has undertaken that he will take due process to include his name in the ID databank before his appointment and that he will also fulfil the proficiency criteria within the permitted time period.

Under the Companies Act, 2013, Ordinary resolution is sufficient for the appointment of Independent Director and that the Corporate Governance provisions of SEBI-LODR are not applicable to the Company. However, as a good practice, the Directors recommend this resolution to be passed as a Special Resolution.

Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

The documents connected with this special business including terms and conditions of appointment of Mr. Nikeshkumar B. Patel will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Mr. Nikeshkumar B. Patel is interested in this resolution since it relates to his appointment as an Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution. Additional information in respect of the proposed Director is given elsewhere in the Notice.

ITEM NO. 6

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing candidature of Mr. Kamleshkumar Champaklal Soni (DIN: 09698403) for the office of the Independent Director.

Mr. Kamleshkumar C. Soni aged 50 years is B. Com Graduate and also Bachelor of Law. He has more than 30 years of experience of accounting, finance and taxation. At present he is working as Tax Consultant in his proprietary firm.

He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Kamleshkumar C. Soni fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent from the management.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable requirements of the SEBI (LODR) Regulations, the appointment of Mr. Kamleshkumar C. Soni as an Independent Directors is being placed before the Members for their approval by an Ordinary Resolution.

The Company has received from Mr. Kamleshkumar C. Soni the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mr. Kamleshkumar C. Soni as an Independent Director will be of immense value. The proposed Independent Director has undertaken that he will take due process to include his name in the ID databank before his appointment and that he will also fulfil the proficiency criteria within the permitted time period.

Under the Companies Act, 2013, Ordinary resolution is sufficient for the appointment of Independent Director and that the Corporate Governance provisions of SEBI-LODR are not applicable to the Company. However, as a good practice, the Directors recommend this resolution to be passed as a Special Resolution.

Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

The documents connected with this special business including terms and conditions of appointment of Mr. Kamleshkumar C. Soni will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Mr. Kamleshkumar C. Soni is interested in this resolution since it relates to his appointment as an Independent Director of the Company.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution. Additional information in respect of the proposed Director is given elsewhere in the Notice.

Additional information required to be given as per sub Para (B) of Para 1 of Section II of part II of Schedule V of the Companies Act, 2013 is separately given in the annexure attached herewith.

Registered Office:

Block H, Plot 3 & 4,
New Kandla – 370 210
Kutch.

Date: 8th August, 2022

CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-

Jagdish R. Acharya

(DIN:01251240)

Chairperson & Managing Director

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Details of Director/s Seeking Appointment / Re-appointment at the Annual General Meeting

Particulars	Mr. Natvarlal J. Acharya (DIN:)	Mr. Jitendrakumar Thakkar (DIN: 09228240)
Date of Birth	21/03/1972	23/03/1974
Date of the first Appointment on the Board	01/06/2019	N.A.
Qualification	B.Com.	H. Sc.
Expertise in Specific functional areas	Financial, HR, Taxation, Administration, Commodities Trading, Real Estate activities	Accounting, Banking, VAT, GST and management work.
Directorships held in other Companies	1. Parker Agrochem Products Private Limited 2. Parker Bullion Private Limited 3. Acharya Securities Private Limited	Value Metals Private Limited
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Subject to approval of members in the AGM will be re-appointed as Director of the Company.	Subject to approval of members in the AGM will be appointed as an Independent Director of the Company for a period of 5 years.
Number of Board Meetings attended during the year	4 (Four)	Nil
Memberships/ Chairmanships of committees of Board of Directors of Company	Nil	Nil
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil	Nil
Number of shares held in the Company	Nil	Nil
Disclosure of relationship between directors inter-se	Mr. Natvarlal J. Acharya, is son of Mr. Jagdish R. Acharya, Managing Director and Mrs. Shantaben J. Acharya, Director of the Company except this none of the Directors are related inter-se.	Nil
Particulars	Mr. Nikeshkumar B. Patel (DIN: 09698368)	Mr. Kamleshkumar C. Soni (DIN: 09698403)
Date of Birth	11/08/1970	05/12/1971
Date of the first Appointment on the Board	N.A.	N.A.
Qualification	B. Com	B. Com and LLB
Expertise in Specific functional areas	Agribusiness Commodity Trading	Accounts, Finance and Taxation
Directorships held in other Companies	Nil	Nil
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Subject to approval of members in the AGM will be appointed as an Independent Director of the Company for a period of 5 years.	Subject to approval of members in the AGM will be appointed as an Independent Director of the Company for a period of 5 years.
Number of Board Meetings attended during the year	N.A.	N.A.
Memberships/ Chairmanships of committees of Board of Directors of Company	Nil	Nil
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil	Nil
Number of shares held in the Company	Nil	Nil
Disclosure of relationship between directors inter-se	N.A.	N.A.

Registered Office:

Block H, Plot 3 & 4,
New Kandla – 370 210
Kutch.

Date: 8th August, 2022

CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-

Jagdish R. Acharya

(DIN:01251240)

Chairperson & Managing Director

INSTRUCTIONS FOR REMOTE E-VOTING:

The instructions for members for voting electronically are as under:

(i) The Remote E-voting period begins on 27th September, 2022 (Tuesday) at 9.00 a.m. (IST) and ends on 29th September, 2022 (Thursday) at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 29th September, 2022.

(ii) 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.

(iii) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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. 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 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 held 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 abovementioned 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 22-23058542-43.
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

(iv) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 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. Members holding shares in Physical Form should enter Folio Number registered with 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 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 Shareholders holding shares in Demat Form other than Individual 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/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Client ID /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.
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 as mentioned in instruction (iv).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN (for **PARKER AGROCHEM EXPORTS LIMITED**) on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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; parkeragro_abd@yahoo.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding 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, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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.

- (xvi) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23rd September, 2022 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xvii) 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.
- (xviii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xix) The Company has appointed CS Sunil A. Mulchandani, Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 2nd October, 2022.
- (xxi) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: www.parkeragrochem.com and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the National Stock Exchange where the equity shares of the Company are listed.

INSTRUCTIONS FOR E-VOTING DURING AGM:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
- (iii) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) 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.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. parkeragro_abd@yahoo.in.
- (vi) Shareholders who would like to express their views/have questions may send their questions in advance 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at company email id i.e. parkeragro_abd@yahoo.in. The same will be replied by the company suitably.

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