

NOTICE

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

Date	: 28 th December, 2020
Day	: Monday
Time	: 3.00 p.m.
Place	: At the Registered Office: Block H, Plot 3 & 4, New Kandla – 370 210 (Kutch)

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt audited financial statements of the Company for the financial year 2019-20 and to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION**:
“**RESOLVED THAT Audited** financial statements of the Company for the financial year 2019-20 comprising of Balance Sheet as on 31st March, 2020 and the Profit and Loss Statement for the Financial year ended on 31st March, 2020 together with all annexure and attachment thereto including the Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and the same are hereby approved and adopted.”
2. 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 a Director of the Company, liable to retire by rotation.”
3. To appoint Auditors in place of M/s. Wadhawan Pandya & Co., Chartered Accountants and to pass following resolution, with or without modification, as an **ORDINARY RESOLUTION**:
“**RESOLVED THAT** pursuant to provisions of Section 140 (4) read with Section 139 and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and as per the Special Notice received from the member of the Company, M/s. Shah & Shah Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting i.e. 27th AGM till the conclusion of the 32nd AGM (from F.Y. 2020-21 to 2024-25) in place of Wadhawan Pandya & Co., Chartered Accountants, who have specifically expressed their unwillingness to continue as Auditors of the Company.
RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to fix their remuneration in consultation with the said Auditors and also to take all other actions as may be required in this regard.”

Registered Office:
Block H, Plot 3 & 4,
New Kandla – 370 210
Kutch.
Date: 12th November, 2020
CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-
Jagdish R. Acharya
(DIN:01251240)
Chairperson & Managing Director

NOTES:

1. 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 and circular No. 17/2020 dated 13th April, 2020 (collectively referred to as ‘MCA 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.
2. 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.
3. 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 Monday, 21st December, 2020 to Monday, 28th December, 2020 (both days inclusive).
4. 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.
5. 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:

ANNUAL REPORT 2019-20

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.

6. The Notice of the 27th 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.
7. Procedure for registration of E-mail address/Mobile number:
 - a. Shareholders holding shares in physical form are requested to send following details to the Company's Registrar and Share Transfer Agent (M/s. Link Intime (India) Private Limited) at their address or through their E-mail Id: rnt.helpdesk@linkintime.co.in or at the Registered Office of the Company or at its E-mail Id: parkeragro_abd@yahoo.in:
 1. Full Name
 2. No. of Shares held
 3. Address
 4. Folio No
 5. Email Address
 6. Certificate No.
 7. Mobile No
 8. Distinctive No.
 9. Original scan Copy of Pan and Aadhar Card
 - b. Shareholders holding shares of the Company in dematerialized form but who have not registered their email address and/or mobile number are requested to approach their respective Depository through Depository Participant.

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 resolution set forth in the notice convening 27th 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:

M/s. Wadhawan Pandya & Co., Chartered Accountants, the existing auditors of the Company were appointed as Statutory Auditors of the Company at the 25th AGM for holding the office from the conclusion of that 25th AGM till the conclusion of the 30th AGM (Subject to ratification by the members at every subsequent Annual General Meetings).

However, M/s. Wadhawan Pandya & Co., has shown their unwillingness to continue as Statutory Auditors of the Company for the financial year 2020-21 and tendered their resignation.

The Company has received a Special Notice u/s 140 (4) of the Companies Act, 2013 from a member of the Company for appointing M/s. Shah & Shah Associates, Chartered Accountant, Ahmedabad as Statutory Auditor of the Company. Moreover, M/s. Shah & Shah Associates, Chartered Accountant, Ahmedabad has given their consent to act as Statutory Auditor of the Company and also provided declaration that their appointment, if made shall be within the limit prescribed.

The Company needs to appoint the Statutory Auditor for a term of five years as per the applicable provisions of the Companies Act, 2013.

This statement shall be considered as circulation of Special Notice as received by the Company from a member for appointment of Statutory Auditors of the Company in place of existing Auditors.

Documents relating to this Agenda item are open for inspection at the Registered Office of the Company by members during normal business hours on all working days till the conclusion of Annual General Meeting.

None of the Directors, KMP or their relatives are in any way concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out on Item No. 3 of Notice for approval by members.

Registered Office:

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

Date: 12th November, 2020
CIN:L24110GJ1993PLC020102

By Order of the Board

sd/-
Jagdish R. Acharya
(DIN:01251240)

Chairperson & Managing Director

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

Particulars	Mr. Natvarlal J. Acharya
Date of Birth	21/03/1972
Date of the first Appointment on the Board	01/06/2019
Qualification	HSC
Expertise in Specific functional areas	Financial, HR, Taxation, Administration, Commodities Trading, Real Estate activities
Directorships held in other Companies	- Parker Agrochem Products Private Limited - Parker Bullion Private Limited - Acharya Securities 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.
Number of Board Meetings attended during the year	4
Memberships/ Chairmanships of committees of Board of Directors of Company	N.A.
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil
Number of shares held in the Company	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.

INSTRUCTIONS FOR E-VOTING:

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting period begins on 25th December, 2020 (Friday) at 9.00 a.m. (IST) and ends on 27th December, 2020 (Sunday) 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 21st December, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 27th December, 2020.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 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 www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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/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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (for **PARKERAGROCHEM EXPORTS LIMITED**) on which you choose to vote.
- (xii) 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.

ANNUAL REPORT 2019-20

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note 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.
- (xx) 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. 21st December, 2020 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.
- (xxi) 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.
- (xxii) The Company shall be making arrangements for the members to cast their votes through e-voting during the AGM, for members attending the meeting through VC/OAVM and who have not casted their vote by remote voting.
- (xxiii) 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.
- (xxiv) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted through e-voting 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 three 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., 30th December, 2020.
- (xxv) 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 Stock Exchanges 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