

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of the Company will be held on Monday, December 28, 2020 at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following Businesses:

ORDINARY BUSINESS:

1. To Consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2020, along with the reports of the Board of Directors’ and Auditors’ thereon.
2. To appoint a Director in place of **Mr. Mushtaq Shaikh (DIN:08144509)** who retires by rotation and, being eligible, offers himself for re-appointment.
3. Re-appointment of M/s. Agarwal Desai & Shah, Chartered Accountant as Statutory Auditors of the Company and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Agarwal Desai & Shah, Chartered Accountant (Firm Registration No. 124850W), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in year 2021 to examine and audit the accounts of the company for Financial Year 2020-21 of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Sundarlal Sanwormal Bagaria (DIN 07269962) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16, 17 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the Articles of Association of the Company, Mr. Sundarlal Sanwormal Bagaria (DIN 07269962), Independent Director of the Company, and who has submitted a declaration that he meets the criteria for independence specified under Section 149 of the Act and SEBI Listing Regulations, and in respect of whom the company has received Notice from a Member under Section 160 of the Act proposing his reappointment as an Independent Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from November 06, 2020 to November 05, 2025

5. **To consider & approve the appointment of Mr. Surendra Kumar Kulhari (DIN No - 00727964) as an Executive Director, liable to retire by rotation:**

To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

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“RESOLVED THAT, Mr. Surendra Kumar Kulhari (DIN No - 00727964) , who was appointed as an Additional Executive Director with effect from November 06, 2020 and who holds office until the date of this Annual General Meeting pursuant to the provisions of Section 161(1) the Companies Act, 2013 the Act, but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retirement by rotation.

RESOLVED FURTHER THAT, pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government if required and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Mr. Surendra Kumar Kulhari (DIN - 00727964) and the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Surendra Kumar Kulhari (DIN - 00727964) as an Executive Director of the Company with effect from November 06, 2020, at such remuneration and on the terms and conditions approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT, the Board of Directors which term shall be deemed to include any committee of the Board constituted to exercise its powers, including powers conferred by the resolutions be and is hereby authorised to do all such acts, deeds, and things as may be required to give effect to this resolution including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government’s approval if any.

6. Re- classification of the Status of Existing Promoter’s Group To Public Category.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force] and other applicable provisions if any; and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, and in view of compliance of the condition that entities mentioned herein falling under the Promoter group do not directly or indirectly, exercise control over the affairs of the Company, approval of the members of the company be and is hereby accorded to reclassify the below mentioned existing Promoter Group (hereinafter individually & jointly referred to as the “Applicants”) to the Public category.

Sr. No	Name of Promoter Group Persons	No. of Shares held as on date of application for reclassification i.e. 3rd September, 2020
1	Choice International Limited	Nil
2	Choice Equity Broking Private Limited	Nil

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“RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned applicants, the Company shall effect such re-classification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and comply with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT the any one from amongst the Directors and the Company Secretary of the Company, be and is hereby authorized to perform and execute all such acts, deeds, and things including but not limited to making timely intimation to stock exchange(s), and to execute all other documents required to be filed with regard to this resolution and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to this resolutions.”

**Place: Mumbai
November 06, 2020**

**By Order of the Board of Directors Date:
Sd/
(Amit Soni)
Company Secretary**

**Registered Office:
12 A, Narayan Plaza,
Near Boomerang Building,
Chandivali,
Mumbai- 400072
Email Id: info@ paramoneconcepts.com**

NOTES

General instructions for accessing and participating in the 28TH AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circular dated 8th April, 2020 and 13th April, 2020 (collectively referred to as (“MCA circular”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVN, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Obligations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars , physical attendance of members has been dispensed with. Accordingly the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance slip are not annexed thereto.
3. The explanatory statement pursuant to the provisions of section 102 of the Act setting out the material facts concerning the business under Item No. 4, 5 & 6 of this Notice , is annexed thereto.

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4. Corporate Members are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the scrutinizer by email through its registered email address to info@paramoneconcepts.com.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.paramoneconcepts.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
6. Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN) mandates, nominations, power of attorney, bank details such as name of bank and branch details, bank account number, MICR Code, IFSC Code etc, to their Depository Participants, with whom they are maintaining Demat Accounts.
7. Members holding shares in physical form are requested to register / update their postal address, email address telephone/ mobile numbers, PAN, mandates, nominations, power of Attorney, bank details such as name of the bank and branch details, bank accounts number, MICR code, IFSC code, etc., with the Registrar and Transfer Agent i.e. Skyline Financial Services Pvt. Ltd, by sending an email to mumbai@skylinerta.com
8. Non - Resident Indian members are requested to inform Skyline Financial Services Pvt. Ltd immediately on :
 - a. The Change in the residential status on return to India for permanent settlement; and
 - b. The particulars of the bank account(s) number and address of the bank, if not furnished earlier.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this notice.
11. As mandated by SEBI, effective from April 1, 2019 that securities of listed Companies Shall be transferred only in dematerialised form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
12. As per SEBI Circular dated 20th April, 2018 Shareholders whose PAN and Bank details are not mapped:-
 - Shareholders holding shares in physical mode are requested to compulsorily furnish the details to the Share Department/Registrar & Share Transfer Agent.
 - Shareholders holding shares in electronic mode are requested to furnish the details to their respective Depository Participant (DP).
13. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the R Members of the Company will be entitled to vote at the AGM.

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14. In Compliance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing a facility of to its Members to cast/exercise their votes. On the resolutions proposed to be considered at this AGM by electronic means and the business may be transacted through e-voting services. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
16. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
17. The AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
18. The Equity Share Transfer Registers will remain closed from Tuesday, 22nd December, 2020 to Monday, 28th December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
19. M/S Nidhi Bajaj & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the evoting system on the date of 28th AGM in a fair and transparent manner.
20. The Member who have cast their vote by remote e-voting prior to the AGM may also attend /participate in AGM through VC / OAVM but shall not be entitle to cast their vote again.
21. The Voting right of Members shall be proportion to their shares in the paid up equity share capital of the Company as on cut off date.
22. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut off date, should follow the same procedure for e-Voting as mentioned below.
23. The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency www.evotingindia.com and also on the website of the Company www.paramonconcepts.com, within 48 hours after the conclusion of the 28th AGM of the Company and will also be submitted to the BSE Limited (BSE) where the shares of the Company are listed.

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THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on December 25, 2020 at 09.00 AM and ends on December 27, 2020 at 05.00 PM . During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on "Shareholders" module.
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusing your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Shareholders 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) Shareholders who have not updated their PAN with the Company/Depository
Dividend Bank Details Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded OR 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 (v).

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

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- xi. For shareholders 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 the relevant <Paramone Concepts Limited> on which you choose to vote.
- 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders 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.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

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5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@paramoneconcepts.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are 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 during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

xx. Note for Non - Individual Shareholders and Custodians

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

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If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058738 / 022-23058542/43

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out material facts relating to the business under items 4 of the accompanying Notice.

Item No 4

The Members at the 23rd Annual General Meeting held on 26th September 2015 approved the appointment of Mr. Sunderlal Sanwormal Bagaria (DIN 07269962) as Independent Director of the Company for a term of 5 years from November 06, 2020 up to November 05, 2025.

The Company has received notice pursuant to section 160 of the companies Act, 2013 (the Act) proposing his candidature for the office of the Director of the company. Mr. Sunderlal Sanwormal Bagaria, has given a declaration stating that he meets the criteria of independence as provided under Section 149(6) of the Act, and the regulation 16(1) (B) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Sunderlal Sanwormal Bagaria fulfil the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Further the Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail his services as independence director.

Pursuant to the provisions of Section 149 read with Schedule IV of the Act, the Re-appointment of Mr. Sunderlal Sanwormal Bagaria as Independent Non Executive Director for a second term of 5 consecutive years from November 6, 2020, to November 05, 2025 requires approval of the members by passing special resolution at the General Meetings.

Mr. Sunderlal Sanwormal Bagaria, being an Independent Director, shall not be liable to retire by rotation. The details including the qualification and the list of the Companies in which Mr. Sunderlal Sanwormal Bagaria serves as Director and Member/Chairman of various committee are stated in the annexure attached to the Notice

The Board commends the Special Resolution set out at Item No.4 of the Notice for approval of the Members.

Except Mr. Sunderlal Sanwormal Bagaria, to extent of his appointment none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financial or otherwise, in passing the resolution set out at Item No. 4 of the Notice.

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Item No. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed, Mr. Surendra Kumar Kulhari (DIN - 00727964), as an additional Director of the Company w.e.f. November 6, 2020, to hold the office upto the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act). The Company has received notice pursuant to Section 16 of the Companies Act, 2013 (the Act) proposing his candidature for the office of the Director of the Company. Mr. Kulhari is also liable to retire by rotation

In compliance with the provisions of Section 152 and 160 of the Act, the appointment of Mr. Kulhari as an Executive Director of the Company is now being placed before the Members at this AGM for their approval. Further, The Board considers that his association with the Company would be of immense benefit to the Company and it is desirable to avail his services as a Director of the Company. Further is remuneration and other terms of his appointment shall be decided by the Nomination and Remuneration Committee of the Board in accordance with the applicable provisions of the Act.

Mr. Surendra Kumar Kulhari (DIN - 00727964) aged 57 Years, has more than two decades of experience in Infrastructure Consultancy. Mr. Kulhari holds a Diploma in Marine Engineering and had served "The Indian Navy" for a tenure of 15 Years as an Engineer.

The details including the qualification and the list of the Companies in which Mr. Surendra Kumar Kulhari serves as Director and Member/Chairman of various committees are stated in the annexure attached to the Notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval of the Members.

Except Mr. Surendra Kumar Kulhari, to extent of his appointment, none of the Directors or Key Managerial Personal of the Company or their relatives, are in any way concerned or interested, financial or otherwise, in passing the resolution set out at Item No.5 of the Notice.

Item No. 6

Reclassification of the Status of Promoters Group into Public Category Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for classification of Promoters & Promoter group as Public Category subject to fulfillment of conditions as provided therein.

In this regard, the Company received application from Choice International Limited ("CIL") along with its Subsidiary M/s. Choice Equity Broking Private Limited ("CEBPL") pursuant to Regulation 31A of the Listing Regulations for classifying them under the Public Category since their names have been included as the Promoter and Promoter group. However, they do not hold any shares in the Company.

"CIL" and its subsidiary "CEBPL" are financially independent entities, who take independent investment decisions. Further none of the promoters/directors or KMPs of CIL or its subsidiary "CEBPL" hold any key managerial position or representations of the Board of Directors in the Company. Since they do not hold any voting rights in the Company, they are not in a position to control the management or policy decisions of the Company. Further, none of their promoters/directors or KMPs shall act as a key management person of the Company for a period of three years from the date of the shareholders approval in relation to this reclassification.

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Sr. No	Name of the Proposed Shareholder proposed to be reclassified	No. of Shares held in the Company as on date of Notice to the Members	% of Holding in the total capital of the Company as on date of notice the members
1	Choice International Limited	Nil	Nil
2	Choice Equity Broking Private Limited	Nil	Nil

Vide their letter dated 3 September, 2020, the Choice International Limited ("CIL") along with its subsidiary" Choice Equity Broking Private Limited have requested the Company for reclassification of its status of "Promoter & Promoter Group" to "Public Category.

In consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on 10th September, 2020 have approved their application for reclassification received by the Company as above from Promoter and Promoter Group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges based on declaration received from the aforesaid entities.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board recommend Ordinary Resolution out under item no.6 for approval of the Members

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 11:00 A.M. to 1:00 P.M. on all working days i.e., Monday to Friday, till 27 December, 2020, at the Registered Office of the Company.

By order of the Board of Directors

Place: Mumbai

Date: November 06, 2020

Sd/-

(Amit Soni)

Company Secretary

NOTICE OF 28TH ANNUAL GENERAL MEETING

ANNEXURE TO NOTICE

Details of Directors Seeking Re-Appointment / Appointment at the Annual General Meeting

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standards on General Meeting)

Name of the Director	Mr. Mushtaq Shaikh (Re-appointment)	Mr. Sunderlal Sanwarmal Bagaria (Re-appointment)	Mr. Surendra Kumar Kulhari (Appointment)
Date of Appointment	27-09-2019	26-09-2015	06-11-2020
Date of Birth	23-11-1991	29-05-1957	05-07-1963
Relationship with Directors & Key Managerial Personnel	Executive Director	Independent Director	Executive Director
Qualification	MMS	Graduate	Diploma in Marine Engineering
Expertise in specific functional areas	Operations	Marketing	Operations & Finance
Terms and Conditions of appointment	Executive Director Liable to retire by rotation	Non-Executive Independence Director Non liable to retire by rotation Term of appointment w.e.f. November 06,2020 to November 05, 2025	Refer Item No.5 of the explanatory statement
Directorship in other public companies excluding foreign companies	NIL	1. Aura Spinewell Ltd. 2. Everflow Techno Tex Ltd.	NIL
Membership of Committees in other public companies	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL

The proposal for appointment/ re-appointment has been approved by the Board pursuant to the recommendation of the Nomination & Remuneration Committee considering their skills, experience and knowledge and positive outcome of performance evaluation.

PARAMONE CONCEPTS LIMITED

(Formerly known as Aqua Pumps Infra Ventures Limited)

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Chandivali, Mumbai - 400072.

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✉ Email: info@paramoneconcepts.com

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