

NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Shareholders of Parle Industries Limited will be held on Tuesday, 29th September, 2020 at 10:30 a.m. through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered office of the Company to transact the following business::

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2020, including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.

SPECIAL BUSINESS:

2. **Appointment of Mr. Raviprakash Narayan Vyas (DIN: 07893486) as Non-Executive, Independent Director of the Company:**

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

'RESOLVED THAT pursuant to provisions of section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the 'Act') the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Raviprakash Narayan Vyas (DIN: 07893486) who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an additional director of the Company with effect from 10th January 2020 under section 161(1) of the Act, and who holds office up to the date of the ensuing AGM, and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as a non-executive, independent director, not liable to retire by rotation.

'RESOLVED FURTHER that pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Raviprakash Narayan Vyas be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.'

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

3. **Appointment of Mr. Rakeshkumar D. Mishra (DIN: 06919510) as Executive Director of the Company:**

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

'RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the 'Act') the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rakeshkumar D. Mishra (DIN: 06919510) who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an additional director of the Company with effect from 10th January 2020 under section 161(1) of the Act, and who holds office up to the date of the ensuing AGM, and is eligible for appointment, and in respect

of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as an executive, non-independent director, liable to retire by rotation.

‘RESOLVED FURTHER that pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Rakeshkumar D. Mishra (DIN: 06919510) be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.’

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

4. Appointment of Mr. Narendra Chaturbhuj Purohit (DIN: 08686794) as Non-Executive, Independent Director of the Company:

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

‘RESOLVED THAT pursuant to provisions of section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the ‘Act’) the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Narendra Chaturbhuj Purohit (DIN:08686794) who was appointed by the Board of Directors, as recommended by the Nomination and Remuneration Committee, as an additional director of the Company with effect from 14th February 2020 under section 161(1) of the Act, and who holds office up to the date of the ensuing AGM, and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as a non-executive, independent director, not liable to retire by rotation.

‘RESOLVED FURTHER that pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules made thereunder Mr. Narendra Chaturbhuj Purohit be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.’

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

5. Appointment of Mrs. Kalpana Anandkumar Jha (DIN: 08853652) as Executive Director of the Company:

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

‘RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the ‘Act’) the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Kalpana Anandkumar Jha (DIN: 08853652) who was appointed by the Board of Directors in their meeting held on 28th August, 2020, as recommended by the Nomination and Remuneration Committee, as an additional director of the Company with effect from 28th August, 2020 under section 161(1) of the Act, and who holds office up to the date of the ensuing AGM, and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has

been received in the prescribed manner, be and is hereby appointed as an executive, non-independent director, liable to retire by rotation.

‘RESOLVED FURTHER that pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules made thereunder, Mrs. Kalpana Anandkumar Jha (DIN: 08853652) be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.’

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution

6. Appointment of Mr. Paras Navinchandra Bhojani (DIN: 07079341) as Executive Director of the Company:

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

‘RESOLVED THAT pursuant to provisions of section 152 and any other applicable provisions of Companies Act, 2013 (hereinafter referred to as the ‘Act’) the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Paras Navinchandra Bhojani (DIN: 07079341) who was appointed by the Board of Directors in their meeting held on 28th August, 2020, as recommended by the Nomination and Remuneration Committee, as an additional director of the Company with effect from 28th August, 2020 under section 161(1) of the Act, and who holds office up to the date of the ensuing AGM, and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as an executive, non-independent director, liable to retire by rotation.

‘RESOLVED FURTHER that pursuant to the provisions of section 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Paras Navinchandra Bhojani (DIN: 07079341) be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.’

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

7. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as an **Special Resolution**

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company if any, the approval of the Members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by inserting sub-clause no. 13 in Clause III A “THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS CORPORATION “after the existing sub-clause no. 12 which is as follows:

13. To carry on in India or elsewhere the business of prospecting, exploring and to set, process, cut, excavate, dig, break, acquire, survey, develop, produce, manufacture, convert, finish, load, unload, handle, transport, buy, import, export, supply and to act as an agent, broker, adatia, stockiest, distributor, consultant or otherwise to deal in all sorts of Metal and Metal products, non-ferrous metals, Brass, Antimony, Lead, Nickel, Magnesium, Zinc, Tin, Lead Bronze, Phosphor Bronze, Aluminium Bronze, Manganese Bronze, Phosphor Copper, Copper Iron, Cupper Nickel, Alloys Ingots, Castings & Bronze Ingot, graphite, granite, Lead, limestone, Mica, Nickel, Potash, Sand, Brass, Silver, Stoneware, Titanium and other allied material, by products, mixtures, blends, residues, substances and to do all incidental acts and things necessary for the attainment of the above objects.

“RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer or the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause 4 of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.

Registered Office:

B/6 Knox Plaza, Ground Floor,
Mind Space, Malad West,
Mumbai 400064 Maharashtra India
CIN: L21000MH1983PLC029128
E-mail: parle.software@gmail.com
Date: 28th August, 2020.

By Order of the Board
For Parle Industries Limited
Sd/-
Mr. Bharat Bohra
Company Secretary

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the AGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM (hereinafter called as 'e-AGM').
2. The deemed venue for Thirty Seventh e-AGM shall be the registered office of the Company
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to csmonika.thanvi@gmail.com with a copy marked to parle.software@gmail.com.
5. Statement pursuant to section 102(1) of the Act forms part of this Notice. The board of directors at their meeting held on 28th August 2020 has decided that the special business set out under item no. 2,3,4, being considered 'unavoidable', be transacted at the Thirteenth e-AGM of the Company.
6. Brief details of the director, who is seeking change in designation, is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations, 2015 and as per provisions of the Act.
7. The facility of joining the e-AGM through VC /OAVM will be opened 15 minutes before and will be open up to 15 minutes after the scheduled start time of the e-AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of members holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
8. Institutional Investors, who are members of the Company are encouraged to attend and vote at the Thirteenth e-AGM of the Company.
9. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants. Members holding shares in physical form can submit their PAN details to the Company or registrar.
10. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of e-AGM and the annual report, including Financial statements, Board Report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI circular dated 12 May 2020, Notice of 37th e-AGM along

with the Annual Report for FY2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the said Notice and Annual Report will also be available on the Company's website <https://www.parlesoftwares.com>, website of the Stock Exchanges i.e. BSE Ltd. www.bseindia.com and on the website of www.evotingindia.com.

11. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Link In time - vishal.parad@linkintime.co.in.
12. Pursuant to section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to file nomination in the prescribed Form No. SH-13 in duplicate (which will be made available on request) with the Company's shares transfer agent, in respect of shares held in electronic / Demat form, the members may please contact their respective depository participant.
13. With a view to enable the Company serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings into one folio
14. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialise their physical holdings.
15. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
17. The Company has been maintaining, inter alia, the following statutory registers at its registered office :
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode, and shall remain open and be accessible to any member during the continuance of the meeting.

18. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL <https://evotingindia.com/> and clicking on the tab 'Post your Queries' during the period starting from 26 September 2020 (9.00 a.m.) up to 28 September 2020 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The

queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

19. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.
20. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed to this Notice.
21. In case a person has become a Member of the Company after dispatch of e-AGM Notice, but on or before the cut-off date for e-voting, i.e., Tuesday, 22 September 2020, such person may obtain the User ID and Password from Link in-time by email request to vishal.parad@linkintime.co.in.
22. Alternatively, member may send signed copy of the request letter providing the email address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to vishal.parad@linkintime.co.in for obtaining annual report for FY2019-20 and Notice of 37th e-AGM.
23. The Register of Members and Share transfer Books of the Company will remain closed from 22th Sept., 2020 to 29th Sept., 2020 (both days inclusive).
24. Instructions for e-voting and joining the e-AGM are as follows:
25. **Voting through electronic means:**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (hereinafter called "the Rules" for the purpose of this section of the Notice) and the provision under SEBI Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **22nd September, 2020** (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (2) (ii) of the Rules) fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by CDSL

The instructions for E-voting are as under:

A. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on **Saturday, 26th September, 2020 at 9.00 a.m.** and ends on **Monday, 28th September, 2020 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September, 2020** (End of Day) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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 the Company.
- v. Next enter the Image Verification as displayed and Click on Login.

- vi. If you are holding shares in Demat form and had logged on to 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter 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 directly reach 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 on PARLE INDUSTRIES 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. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution 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 Demat account holder has forgotten the same 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. 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e- voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. You can also send your queries/ grievances relating to e-voting at:- Name : Mr. Rakesh Dalvi, Deputy Manager, Address : Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Mumbai – 400001.

Email Id/Phone Number(s) : rakeshd@cdslindia.com /022 22728588, Toll free no: 18002005533.

B. For members whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i. 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 vishal.parad@linkintime.co.in.
- ii. 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 vishal.parad@linkintime.co.in.
- iii. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

C. Instructions for shareholders attending the AGM through VC/OAVM are as under:

1. Shareholder will be provided with a facility to attend the EGM/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.
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 atleast **7 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 **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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.

D. instructions for shareholders for e-voting during the AGM are as under

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/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 EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/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 EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

E. 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; parle.software@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 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 or call 1800225533.

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 1800225533.

F. General instructions:

- i. The Company has appointed M/s. Monika Thanvi & Associates, Company Secretary as the Scrutinizer to the e-voting process, in a fair and transparent manner.
- ii. The scrutinizer shall, immediately after the conclusion of voting at the ensuing annual general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/ through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).
- iv. The scrutinizer shall submit her report to the Chairman, who shall declare the result of the voting. The results declared along with the scrutinizer’s report shall be placed on the Company’s website: www.parlesoftwares.com and on the website of www.evotingindia.com and shall also be communicated to the stock exchanges and registrar & transfer agent. Subject to the receipt of sufficient votes, The resolution shall be deemed to be passed at the annual general meeting of the Company scheduled to be held on **Tuesday, 29th September, 2020.**

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

ITEM NO.2:

The members are apprised that **Mr. Raviprakash Narayan Vyas (DIN: 07893486)** who was appointed as Additional-Non-Executive Director, Independent Director of the Company by Circular Resolution approved by majority of Directors on 10/01/2020 which was subsequently ratified by the Board of Directors of the Company in their Meeting held on 14/02/2020, He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013.

In respect of the appointment of Mr. Raviprakash Narayan Vyas, a notice in writing in the prescribed manner, as required under section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. He is not disqualified from being appointed as a director in terms of section 164 of the Act. He has accorded his consent to act as director.

Brief Resume

<u>Particulars</u>	<u>Details</u>
Name	Mr. Raviprakash Narayan Vyas
DIN	07893486
Date of Birth / Age	13/06/1993 / 27
Designation	Non-Executive, Independent Director
Experience in functional area	Experience in Financial Management
Qualification	B.Com, Pursuing Actuary
Terms and Condition of Appointment & re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per Terms & Condition set out in Appointment Letter
Directorship in other Companies (Public Limited Companies)	- Hazoor Multi Projects Limited
Membership of Committees of other Public Companies (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	NIL
No. of Shares held in the company (Shareholding)	NIL
Date of Original Appointment on the Board	10.01.2020
No. of board meetings attended during Financial Year 2018-19	2
Remuneration sought to be paid	As per Terms & Condition set out in Appointment Letter
Remuneration last paid	Not Applicable
Relationship with other Director, Manager & KMP	No relationship with other Directors of the Company.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the key managerial personnel of the Company .

None of the directors or key managerial personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends this ordinary resolution set out in item No. 2 of the Notice for approval by shareholders.

ITEM NO. 3:

The members are apprised that **Mr. Rakeshkumar D. Mishra (DIN: 06919510)** who was appointed as Additional- Executive Director, Non-Independent Director of the Company by Circular Resolution approved by majority of Directors on 10/01/2020 which was subsequently ratified by the Board of Directors of the Company in their Meeting held on 14/02/2020, He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013.

In respect of the appointment of Mr. Rakeshkumar D. Mishra, a notice in writing in the prescribed manner, as required under section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. He is not disqualified from being appointed as a director in terms of section 164 of the Act. He has accorded his consent to act as director.

Brief Resume

<u>Particulars</u>	<u>Details</u>
Name	Mr. Rakeshkumar D. Mishra
DIN	06919510
Date of Birth / Age	15/05/1987 / 33
Designation	Executive, Non-Independent Director
Experience in functional area	Management & Strategy ,Compliance Management, Audit & Risk Management.
Qualification	ACS, L.L.B, MBA in Finance
Terms and Condition of Appointment & re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per Terms & Condition set out in Appointment Letter
Directorship in other Companies (Public Limited Companies)	NIL
Membership of Committees of other Public Companies (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	NIL
No. of Shares held in the company (Shareholding)	NIL

Date of Original Appointment on the Board	10.01.2020
No. of board meetings attended during Financial Year 2018-19	2
Remuneration sought to be paid	As per Terms & Condition set out in Appointment Letter
Remuneration last paid	Not Applicable
Relationship with other Director, Manager & KMP	No relationship with other Directors of the Company.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

Mr. Rakesh Mishra is a husband of Director, Mrs. Kalpana Jha. Except this, None of the directors or key managerial personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends this ordinary resolution set out in item No. 3 of the Notice for approval by shareholders.

ITEM NO. 4:

The members are apprised that **Mr. Narendra Chaturbhuj Purohit (DIN: 08686794)** who was appointed as Additional- Non-Executive, Independent Director of the Company by Board of Directors Meeting held on 14/02/2020. He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013.

In respect of the appointment of Mr. Narendra Chaturbhuj Purohit, a notice in writing in the prescribed manner, as required under section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. He is not disqualified from being appointed as a director in terms of section 164 of the Act. He has accorded his consent to act as director.

Brief Resume

<u>Particulars</u>	<u>Details</u>
Name	Mr. Narendra Chaturbhuj Purohit
DIN	08686794
Date of Birth / Age	10/08/1987 / 39
Designation	Non-Executive, Independent Director
Experience in functional area	Finance & Taxation, Banking, Investment.
Qualification	B.Com.
Terms and Condition of Appointment & re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per Terms & Condition set out in Appointment Letter
Directorship in other Companies (Public Limited Companies)	NIL

Membership of Committees of other Public Companies (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	NIL
No. of Shares held in the company (Shareholding)	NIL
Date of Original Appointment on the Board	14.02.2020
No. of board meetings attended during Financial Year 2018-19	None
Remuneration sought to be paid	As per Terms & Condition set out in Appointment Letter
Remuneration last paid	Not Applicable
Relationship with other Director, Manager & KMP	No relationship with other Directors of the Company.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the key managerial personnel of the Company .

None of the directors or key managerial personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends this ordinary resolution set out in item No. 4 of the Notice for approval by shareholders.

ITEM NO. 5:

The members are apprised that Mrs. Kalpana Anandkumar Jha (DIN: 08853652) who was appointed as Additional- Executive, Non-Independent Director of the Company by Board of Directors in their meeting held on 28/08/2020, She holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013.

In respect of the appointment of Mrs. Kalpana Anandkumar Jha, a notice in writing in the prescribed manner, as required under section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding her candidature for the office of director. She is not disqualified from being appointed as a director in terms of section 164 of the Act. She has accorded her consent to act as director.

Brief Resume

<u>Particulars</u>	<u>Details</u>
Name	Mrs. Kalpana Anandkumar Jha
DIN	08853652
Date of Birth / Age	15/05/1990 / 30
Designation	Executive, Non-Independent Director
Experience in functional area	Expertise knowledge in Economics, Legal and Administration.

Qualification	M.A. in Economics, B. Ed, L.L.B,
Terms and Condition of Appointment & re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per Terms & Condition set out in Appointment Letter
Directorship in other Companies (Public Limited Companies)	NIL
Membership of Committees of other Public Companies (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	NIL
No. of Shares held in the company (Shareholding)	NIL
Date of Original Appointment on the Board	28.08.2020
No. of board meetings attended during Financial Year 2018-19	NIL
Remuneration sought to be paid	As per Terms & Condition set out in Appointment Letter
Remuneration last paid	Not Applicable
Relationship with other Director, Manager & KMP	Mrs. Kalpana Jha is a wife of Director, Mr. Rakesh Mishra.

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

Mrs. Kalpana Jha is a wife of Director, Mr. Rakesh Mishra. Except this, None of the directors or key managerial personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends this ordinary resolution set out in item No. 5 of the Notice for approval by shareholders

ITEM NO. 6:

The members are apprised that Mr. Paras Navinchandra Bhojani (DIN: 07079341) who was appointed as Additional- Executive, Non-Independent Director of the Company by Board of Directors in their meeting held on 28/08/2020, He holds office until the ensuing AGM under section 161(1) of the Companies Act, 2013.

In respect of the appointment of Mr. Paras Navinchandra Bhojani, a notice in writing in the prescribed manner, as required under section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding his candidature for the office of director. He is not disqualified from being appointed as a director in terms of section 164 of the Act. He has accorded his consent to act as director.

Brief Resume

<u>Particulars</u>	<u>Details</u>
Name	Mr. Paras Navinchandra Bhojani
DIN	07079341
Date of Birth / Age	04/12/1988 / 32
Designation	Executive, Non-Independent Director
Experience in functional area	He is having experience of 18 years in the field of various secretarial compliances
Qualification	B.B.A., pursuing Company Secretary Course
Terms and Condition of Appointment & re-appointment along with Remuneration sought to be paid and last drawn remuneration	As per Terms & Condition set out in Appointment Letter
Directorship in other Companies (Public Limited Companies)	NIL
Membership of Committees of other Public Companies (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	NIL
No. of Shares held in the company (Shareholding)	NIL
Date of Original Appointment on the Board	28.08.2020
No. of board meetings attended during Financial Year 2018-19	NIL
Remuneration sought to be paid	As per Terms & Condition set out in Appointment Letter
Remuneration last paid	Not Applicable
Relationship with other Director, Manager & KMP	None

Disclosures of his relationship inter-se with other directors and on the number of Board meetings attended by him are given in the Corporate Governance Report.

He is not related to any of the key managerial personnel of the Company.

None of the directors or key managerial personnel or their relatives, are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends this ordinary resolution set out in item No. 6 of the Notice for approval by shareholders.

ITEM NO 7

Your company intends to expand and diversify its present scope of operations and it is proposed to venture into new activities (as mentioned in resolution stated at Item No. 7 of the Notice) of which have good potential with respect to the future prospects of the company. The proposed alteration to the main objects of memorandum of association shall enable the company to expand its activities and venture into new areas of business. The Board of Directors, at their meeting held on 28.08.2020 has approved the alteration of Memorandum of Association of the Company. The Board now seek Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM.

The aforesaid documents are also available for inspection at the AGM. None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board accordingly recommends the resolution for your approval as a Special Resolution.

None of the Directors and their relatives are concerned or interested in the proposed Special resolutions except to the extent of their shareholding in the Company

Registered Office:

B/6 Knox Plaza, Ground Floor,
Mind Space, Malad West,
Mumbai 400064 Maharashtra India
CIN: L21000MH1983PLC029128
E-mail: parle.software@gmail.com
Date: 28th August, 2020.

By Order of the Board
For Parle Industries Limited
Sd/-
Mr. Bharat Bohra
Company Secretary