

# Parnami Credits Limited

CIN: L65910HR1993PLC032070

Regd. Office: Parnami Tower 2nd Floor, SCO, 50-51 Old Judicial Complex Civil Lines, Gurgaon, Haryana – 122 001  
Email: [parnamilimited@gmail.com](mailto:parnamilimited@gmail.com) / website: [parnamicredits.in](http://parnamicredits.in) / Phone – 0124-4069980

**Date : 12<sup>th</sup> April, 2017**

The Department of Corporate Services,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400 001

**Scrip Code: 538646**  
**Scrip ID: PARNAMI**

**Sub: Dispatch of Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013**

Dear Sir/ Madam,

With reference to the subject matter, we wish to inform you that pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions made thereunder, Our Company has completed the Physical and Electronic dispatch of the Postal Ballot notice dated 11.04.2017 along with the Postal Ballot Form to all the members whose names appear in the registers of members of the company as on 31<sup>st</sup> March, 2017 i.e. the cutoff date.

The Postal Ballot Notice along with Form has been uploaded on the website of our company on [www.parnamicredits.in](http://www.parnamicredits.in).

We further inform that, Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we have enclosed the Postal Ballot Notice and the Postal Ballot Form for seeking consent of the Members by means of Postal Ballot for the Agenda item specified in Notice of Postal Ballot.

The Newspaper advertisement for completion of dispatch of Postal ballot as published in Millenium Today (English) & AWAM E HIND (Hindi) newspaper on 12<sup>th</sup> April, 2017.

The E-Voting will be commenced from Friday, 14<sup>th</sup> April, 2017 (9.00 a.m.) and will end on Saturday, 13<sup>th</sup> May, 2017 (5.00 p.m.)

The above is for your kind information and record. You are requested to acknowledge the receipt of the same.

Thanking you,

For Parnami Credits Limited

Prateek Ghatiya  
Company Secretary and Compliance officer

Encl. a/a

# PARNAMI CREDITS LIMITED

Regd. Off.: Parnami Tower, 2nd Floor, SCO 50-51, Old Judicial Complex, Civil Lines ,Gurgaon ,Haryana ,122001  
Tel: 0124-4069980; Email: parnamilimited@gmail.com; CIN: L65910HR1993PLC032070

## POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Member through postal ballot/E-Voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s. B. K. Pradhan & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same along with your assent (FOR) or dissent (AGAINST) in appropriate place duly completed in the enclosed self addressed Business Reply Envelope so as to reach the Scrutinizer before the close of working hours (5:00 p.m.) on 13th May, 2017. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope. Please note that, Postal Ballot Forms received after 05:00 P. M. on 13th May, 2017 shall be deemed invalid.

Members desiring to opt for e voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or any other authorized Director of the Company. The combined results of the e-voting and Postal Ballot shall be declared by the Chairman or any authorized Director of the Company on or before 15th May, 2017 and intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. www.parnamicredits.in

### Proposed Resolutions:-

**ITEM NO : 1 REGULARISATION OF MR. RAKESHCHAND M. JAIN (DIN 00187350) AS DIRECTOR OF THE COMPANY**  
**To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :**

**"RESOLVED THAT** pursuant to the provisions of Section 160, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr.Rakeshchand M. Jain (DIN 00187350) who was appointed as an Additional Director in the meeting of the Board of Directors held on 15th March, 2017 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation.

**ITEM NO : 2 APPOINTMENT OF MR. RAKESHCHAND M. JAIN (DIN 00187350) AS MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or reenactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s)) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Rakeshchand M. Jain (DIN 00187350) as Managing Director of the Company for a period of five years with effect from 15th March, 2017 being liable to retire by rotation on the terms and conditions as decided by the Board.

**ITEM NO. 3 : APPOINTMENT OF MS. MEENAL BAID (DIN: 07329215) 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 Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Ms.MeenalBaid (DIN :

07329215), who was appointed as an Additional Director in the category of Non Executive/Independent Director of the Company by the Board of Directors with effect from 15th March, 2017 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Ms.MeenalBaidas a candidate for the office of director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** Ms. Meenal Baid, Non-executive Director of the Company, who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 15th March, 2017.”

**ITEM NO. 4: APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY  
To consider and, if thought fit, to pass the following resolution as an Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of Regional Director and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from “State of Haryana” to the “State of Maharashtra” and that Clause-II of the Memorandum of Association of the Company be substituted by the following clause:

**II. The Registered office of the Company will be situated in the State of Maharashtra.**

**RESOLVED FURTHER THAT** the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Haryana to 301, V Star Plaza, Chandavarkar Lane, Borivali (W), Mumbai 400091 or such other place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby authorized jointly and/ or severally to sign the petition, application, affidavits and such other documents as may be necessary in relation to the said petition.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

**Item No : 5 To consider and, if thought fit, to pass the following resolution as an Special Resolution:**

“**RESOLVED THAT** the consent of the members be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, and articles of association, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) for the creation of mortgage, pledge, hypothecation or charge, in addition to the existing mortgages, pledges, hypothecations and charges created by the Company, in such form and manner and with such ranking and atsuch time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, to or in favour of the lenders or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure borrowings by way of rupee term loans, working capital facilities, foreign currency loans, external commercial borrowings, debentures, bonds and other instruments/ securities or otherwise, of the Company and/or its subsidiaries and/or its joint ventures and/ or the group companies, of an aggregate outstanding borrowings not exceeding Rs. 100Cr. (Rupees One Hundred Crores only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation / revaluation/fluctuation in the rates of exchange and all other moneys payable in terms of the loan agreement(s) / debenture trust deed (s) / security trustee agreements or any other document in respect of the said borrowings.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable from time to time.

**Item No: 6 To consider and, if thought fit, to pass the following resolution as an Special Resolution :**

**“RESOLVED THAT** the consent of the members be and is hereby granted in terms of Section 180(1)©and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) to borrow from time to time all such sum(s) of money from various entities (natural or artificial), including but not limited to financial institutions, non banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts, individuals, limited liability partnerships, firms, association of persons/ individuals and other bodies corporate, whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise, including by way of external commercial borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines in this regard, if any, in such manner and upon such terms and conditions and with or without security, as may be deemed necessary and prudent by the Board for the purposes of the of the Company an aggregate outstanding borrowings not exceeding Rs. 100.00 Crore (Rupees One Hundred Crore only) and interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other moneys payable in terms of the loan agreement(s) / debenture trust deed (s) / security trustee agreements or any other document in respect of the said borrowings.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and agreements for creating the aforesaid mortgage, pledge, hypothecation or charge and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**By the order of Board of Directors**

**For Parnami Credits Limited**

**SD/-**

**Prateek Ghatiya**

**Company Secretary and Compliance Officer**

**Date :15.03.2017**

**Place : Gurgaon**

**Note :**

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / Record of Depositories as on the record date 31st March, 2017.
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, will receive Notice of Postal Ballot along with physical Postal Ballot Form through courier / post. Member who have received Postal Ballot Notice by email and who wish to vote through physical Form may do so by requesting Company or downloading the Form from the Company's website [www.parnamicredits.in](http://www.parnamicredits.in)
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on 31st March, 2017 will be considered for the purpose of voting. A Person who is not a Member as on relevant date should treat this notice for information purpose only.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e voting. In case Members cast their votes through both the modes, voting done by e voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e mail to [parnamilimited@gmail.com](mailto:parnamilimited@gmail.com). The Company shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 31st March, 2017. The postal Ballot period commence on 14th April, 2017 (09:00 A.M.) and end on 13th May, 2017 (05:00 P.M.)
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e voting service facility arranged by NSDL. E-voting is available from 14th April, 2017 (9:00 AM) to, 13th May, 2017 (5:00 PM). Members are requested to refer to instructions for e-voting, appended to this Notice.
10. The date of declaration of results of the postal ballot, i.e. on or before 15th May, 2017, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 13th May, 2017.

## VOTING THROUGH ELECTRONIC MEAN

In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e voting facility to all its Members.

### The instructions for e voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e voting process:
  - a. Open email and open the PDF file titled 'PCL e voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e voting. Please note that this password is an initial password.
  - b. Launch your internet browser and type out the following URL :<https://www.evoting.nsdl.com>.
  - c. Click on Shareholder-Login.
  - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
  - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - f. The homepage of e voting will open. Click on e voting: Active Voting Cycles.
  - g. Select 'EVEN' (E-Voting Event Number) of Parnami Credits Limited.
  - h. Now you are ready for e voting as the Cast Vote page opens.
  - i. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
  - j. On confirmation, the message 'Vote cast successfully' will be displayed.
  - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e mail, to [bkpradhan21@gmail.com](mailto:bkpradhan21@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
  - a. The initial password is provided at the bottom of the Postal Ballot Form.
  - b. Please follow all the steps from b. to l. mentioned above, in order to successfully cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e voting user manual for Members available in the 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). or call on toll free no.: 1800-222-990.
4. If you are already registered with NSDL for e voting, then you can use your existing user ID and password for casting your vote.
5. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 31st March, 2017.
7. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 31st March, 2017, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
8. M/s. B. K. Pradhan and Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.parnamicredits.in](http://www.parnamicredits.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM No : 1 & 2

Mr. Rakeshchand M. Jain (DIN 00187350), has been appointed as an Additional Director of the Company with effect from 15th March, 2017, pursuant to the provisions of Articles of Association of the company read with Section 161(1) of the Companies Act, 2013. Mr. Rakeshchand M. Jain holds office as director of the company up to the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received signifying intention to propose Mr. Rakeshchand M. Jain as a candidate for the office of Director of the Company.

Further Board approved the appointment of Mr. Rakeshchand M. Jain (DIN 00187350) as Managing Director of the Company for a period of five years with effect from 15th March, 2017 on the recommendation of the nomination and remuneration committee,

subject to the approval of the shareholders in the General Meeting.

Further Mr. Rakeshchand M. Jain (DIN 00187350) is holding the position of Managing Director in S R K Industries Limited. Mr. Rakeshchand M. Jain has been appointed as Managing director of the Company. He does not hold the position of Key Managerial Personnel as per the provision of Section 203 of the Companies Act, 2013.

Except Mr. Rakeshchand M. Jain, being the appointee, None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 & 2 of the Notice.

Your Directors recommend the resolutions No. 1 & 2 as an ordinary Resolution by the members.

#### **INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015**

Brief details in respect of the Director seeking appointment:

Mr. Rakeshchand M. Jain is a Commerce Graduate from Gwalior University, Madhya Pradesh, India. He has over 35 years of experience in the field of Finance and Auditing. Further he is also involved in various social activities.

|  |  |
|--|--|
| Names Of Director  | Mr. Rakeshchand M. Jain  |
| DIN  | 00187350   |
| Date Of Birth  | 12/06/1959   |
| Educational Qualification  | Commerce Graduate  |
| Category of Director   | Managing Director  |
| Expertise in Functional Area   | Finance and Administration   |
| Relationships between directors inter-se   | NA   |
| List of other Listed Entities in which he holds Directorship in the membership of Committees of the board. | Managing Director- S R K Ind. Ltd.<br>Member in Stakeholder Committee- S R K Ind. Ltd. |
| Other Committee Membership   | NA   |
| No. of Shares held   | 8,84,898   |

#### **ITEM NO. 3**

Ms. Meenal Baid (DIN 07329215), has been appointed as an Additional Director of the Company with effect from 15th March, 2017, pursuant to the provisions of Articles of Association of the company read with Section 161(1) of the Companies Act, 2013,

Ms. Meenal Baid holds office as director of the company up to the date of the ensuing Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received signifying intention to propose Ms. Meenal Baid as a candidate for the office of Director of the Company.

Further Board approved the appointment of Ms. Meenal Baid as Non Executive Independent Director of the Company for a period of five years with effect from 15th March, 2017 on the recommendation of the nomination and remuneration committee, subject to the approval of the shareholders in the General Meeting.

Except Ms. Meenal Baid, being the appointee, None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Your Directors recommend the resolutions set out at Item No. 3 to be passed as ordinary resolutions by the members.

#### **INFORMATION PURSUANT TO REGULATION 36 (3) OF THE SEBI (LODR) REGULATIONS, 2015**

Brief details in respect of the Director seeking appointment:

Ms. Meenal Baid is a Commerce Graduate from Devi Ahilya University, Indore. She has over 05 years of experience in the field of Accounts and Taxation. Further She is also involved in various social activities.

|   |                                    |
|---|------------------------------------|
| Names Of Director   | Ms. Meenal Baid                    |
| DIN   | 07329215                           |
| Date Of Birth   | 31/08/1983                         |
| Educational Qualification   | Commerce Graduate                  |
| Category of Director  | Non executive Independent Director |
| Expertise in Functional Area  | Accounts and Taxation              |
| Relationships between directors inter-se  | NA                                 |
| List of other Listed Entities in which he holds Directorship and the membership of Committees of the board. | NIL                                |
| Other Committee Membership  | NA                                 |
| No. of Shares held  | Nil                                |

#### **ITEM NO. 4**

Major operations of the Company is based at Mumbai and that the majority of directors is residing in Mumbai, Thus for operational convenience and economic efficiency the Board of Directors have given their consent to shift the registered office of the Company from State of Haryana to the State of Maharashtra vide resolution passed at their meeting held on 15th March, 2017. As per section 12, 13 and other applicable provisions of the Companies Act, 2013 the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company and subject to the confirmation of the Regional Director/ Central Government, therefore, it has become necessary to seek consent of the member of the Company by way of special resolution to give effect to such provision.

The proposed change will in no way be prejudicial to the interest of any Members, Employees, and Stakeholders of your Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Your Directors recommend the resolutions set out at Item No. 4 to be passed as Special resolutions by the members.

#### **ITEM NO. 5 & 6**

Section 180(1)(C) of the Companies Act, 2013 provides that the Board of Directors cannot borrow funds in excess of the aggregate of the paid up share capital and free reserves at any one time except with the consent of the members of the Company by a special resolution. Hence, it is proposed to increase the limit by obtaining approval of the members of the Company by way of special resolution for borrowing funds up to Rs. 100 Cr. (Rupees One Hundred Crore only) and necessary delegation of authority to the Board for this purpose. The proposed borrowings, may in certain cases, be secured by charges, mortgages and hypothecations of properties/ assets, both present and future, of the Company and may attract the provisions of Section 180 (1)(a) of the Companies Act, 2013 and hence it is considered appropriate to obtain members approval by way of special resolution under the provisions of said section.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 & 6 of the Notice.

Your Directors recommend the resolutions set out at Item No. 5 & 6 to be passed as Special resolutions by the members.

**By the order of Board of Directors**

**For Parnami Credits Limited**

**SD/-**

**Prateek Ghatiya**

**Company Secretary and Compliance Officer**

**Date : 15.03.2017**

**Place : Gurgaon**

**POSTAL BALLOT FORM**

1. Name & Registered Address of the Sole / First named Member :
2. Name(s) of the Joint holder(s), if any :
3. Registered Folio Number /DPID No. / Client ID No.  
\* (\*Applicable to investors holding shares in dematerialized form) :
4. Number of Share(s) held :
5. EVSN (E-voting Sequence Number) : **106103**
6. User-ID (DPID - Client ID) :
7. Password :

I/We hereby exercise my/our vote(s) in respect of the following Resolutions to be passed through Postal Ballot / e – voting by conveying my / our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate boxes below:

| Item No. | Description of resolution  | Type of Resolution | No. of Equity Shares for which votes cast | (FOR)                         | (AGAINST)                      |
|----------|--|--------------------|---|-------------------------------|--------------------------------|
|          |  |                    |   | I/we assent to the Resolution | I/we dissent to the Resolution |
| 1.       | Regularisation of Mr. Rakeshchand M. Jain as Director of the Company                               | Ordinary           |   |                               |                                |
| 2.       | Appointment of Mr. Rakeshchand M. Jain as Managing Director of the Company                         | Ordinary           |   |                               |                                |
| 3.       | Regularisation of Mr. Meenal Baid as Director of the Company                                       | Ordinary           |   |                               |                                |
| 4.       | Shifting of Registered office of the Company from the State of Haryana to the State of Maharashtra | Special            |   |                               |                                |
| 5.       | Approval of Shareholders under Section 180(1)(a)   | Special            |   |                               |                                |
| 6.       | Approval of Shareholders under Section 180(1)(C)   | Special            |   |                               |                                |

Place:

Date:

\_\_\_\_\_  
(Signature of the Member)

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Note: Please read the instructions printed overleaf carefully before exercising your vote.



## INSTRUCTIONS

- 1) Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
- 2) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 3) A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member cast votes by both modes, then voting done through Postal Ballot shall prevail and e-voting shall be treated as invalid.
- 4) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Postal Ballot and E-voting.
- 5) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the Postal Ballot and E-voting.

### **Process and manner for Members opting to vote by using the Ballot Form**

- 1) Please complete and sign the Ballot Form and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, through attached postage pre-paid envelop not later than the closing of working hours i.e. 5:00 p.m. on Saturday, 13th May, 2017. Ballot Forms received after this date will be considered invalid.
- 2) The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
- 4) Votes should be cast in case of each resolution, either in favor or against by putting the tick (✓) mark in the column provided in the Ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on Friday, 31st March, 2017 as per the Register of Members of the Company.
- 6) A member may request for a duplicate Ballot Form can write to the Company or can be downloaded from the Company's website [www.parnamicredits.in](http://www.parnamicredits.in). However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 1 above.
- 7) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favor or against or if the signature cannot be verified.
- 8) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

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