

Parnami Credits Limited

CIN: L65910MH1993PLC302405
Regd. Office: 310 V Star Plaza, 'A' Wing, Chandavarkar Road, Borivali (w), Mumbai- 400 092
Email: parnamilimited@gmail.com / website: parnamicredits.in Phone: 022-4023 5742

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF PARNAMI CREDITS LIMITED WILL BE HELD ON SATURDAY, MARCH 10, 2018 AT 09.30 AM AT AURA HOTEL (PARTY HALL), YOGI NAGAR, BORIVALI (W), MUMBAI - 400092, MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS :-

SPECIAL BUSINESS:

1. To consider and if thought fit, approve with or without modification(s), the following resolution as **Ordinary Resolution:**

Increase in the Authorized Share Capital of the Company:

"RESOLVED THAT pursuant to (i) provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 ("the Act") read with corresponding rules (including any re-enactment(s) or modification(s), thereof for the time being in force) (the "Act"); (ii) the Memorandum of Association and the Articles of Association of the Company; (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the "LODR Regulations") and (vi) such other rules, regulations, guidelines, laws and acts as applicable in this regard: approval of Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakhs Only) divided into 55,00,000 (Fifty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) only each to Rs. 7,00,00,000 (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs only) Equity Shares of Rs. 10/- each by creation of additional 15,00,000 (Fifteen Lakhs only) Equity Shares of Rs. 10/- each ranking pari - passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing **Clause V** of the Memorandum of Association be deleted and same be substituted with the following Clause.:

"V. The Authorized Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and the company shall have power to increase or reduce the capital and will be at liberty to issue any shares or any other kind of shares with special rights or privileges as to voting, dividend, capital or otherwise, or to subject the same to any restrictions, limitations or conditions as the company deems fit and necessary".

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, Mumbai, Maharashtra or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution".

2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

Further Issue of Equity Shares on Preferential Basis:

“RESOLVED THAT pursuant to the provisions of (i) Section 62(1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 read with corresponding rules (including any re-enactment(s) or modification(s), thereof for the time being in force) (the **“Act”**); (ii) the Memorandum of Association and the Articles of Association of the Company; (iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**); (iv) the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) (v) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the **“LODR Regulations”**) and (vi) such other rules, regulations, guidelines, laws and acts as applicable in this regard; and (vii) any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed (the **“Stock Exchanges”**) and subject to approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India, if any and as may be necessary, and subject to such terms and conditions and modifications as may be prescribed/ imposed by such regulatory authorities/ institutions/ bodies while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof constituted by the Board of Directors for the time being to exercise the powers conferred on the Board of Directors by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion and subject to the approval of Reserve Bank of India (**“RBI”**), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 36,00,000 (Thirty Six Lakhs) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) per equity share, for cash at par, determined in accordance with Chapter VII of the ICDR Regulation or such higher price as computed under SEBI (ICDR) Regulation, 2009 and on such terms and conditions as may be decided and deemed appropriate by the Board, aggregating up to Rs. 3,60,00,000 (Rupees Three Crores Sixty Lakhs Only), to the following investor (hereinafter referred to as the **“Proposed Allottee”**) by way of preferential offer (**“Issue”**), on such terms and conditions as the Board may, in its absolute discretion, think fit:

Sr. No	Name of the Investor	No of Shares	Consideration (Amt in Rs.)
1.	Rachana Singi	36,00,000	3,60,00,000

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in the manner aforesaid shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the said Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects including as to payment of dividend, if any, and other corporate benefits, if any, for the financial year in which the issue/offer/ allotment has been made and subsequent years and shall have the same voting rights as the existing Equity Shares.

RESOLVED FURTHER THAT the Company do apply for listing of the above said securities with the Stock Exchanges on which the existing Equity Shares of the Company are listed and also make necessary applications with the Depositories for admission of the said Equity Shares

RESOLVED FURTHER THAT the relevant date for the preferential issue, for the purpose of determining issue price under the SEBI (ICDR) Regulation 2009 is February 8, 2018 being the date 30 days prior to the date of passing this resolution.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted to the Proposed Allottees in dematerialised form within a period of fifteen (15) days from the date of Extraordinary General Meeting provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of applicable ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals including but not limited to the approvals and permissions, if any, required under the ICDR Regulations, the Takeover Regulations and the LODR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolution(s) the Board be and is hereby authorised on behalf of the Company to take all such actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, without being required to seek any fresh approval of the Members of the Company, including but not limited to (i) finalising the terms of Issue, to modify, accept and give effect to any modifications to the terms of the Issue; (ii) to approve the appointment of depositories, intermediaries, consultants, attorneys, lawyers and such other agencies; (iii) to execute deeds, documents, writings, papers, agreements, applications and forms on behalf of the Company; (iv) to issue clarifications, settle and resolve all questions, difficulties or doubts that may arise in connection with the Issue including pricing, allotment of equity shares, utilization of the subscription amount and other matters;(v) to take all other steps which may be incidental, consequential, relevant or ancillary in connection with the Issue; (vi) to effect any modification or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents and the decision of the Board shall be final and conclusive; (vii) to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and (viii) to provide Certified True Copy of this resolution(s) to any entity / regulator;

RESOLVED FURTHER THAT the Board is hereby authorized to accept such terms and conditions as the SEBI, Stock Exchange and any other Regulatory Authority may stipulate in this behalf.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any officer(s) or any employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board / Committee(s), or any person duly authorized by the Board / Committee(s), for the purpose of the Issue or in connection with any matter(s) referred to or contemplated in the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors
For Parnami Credits Limited**

Sd/-

**Mr. Ajaykumar R. Vishwakarma
Company Secretary & Compliance Officer**

Registered Office: 310, V Star Plaza,
Chandavakar Road, Borivali West,
Mumbai 400092

Date: 08th February, 2018
Place: Mumbai

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business as set out in the Notice is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.
4. In case of joint holders attending the meeting, 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.
5. The Company has appointed M/s MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi - 110 020, as Registrars and Share Transfer Agents for Physical Shares. The said RTA is also the Depository interface of the Company with both NSDL & CDSL. Their Telephone No. 011-26387281/81/83, E-mail address: info@masserv.com.
6. The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
7. Electronic copy of the Notice is being sent to all the Members whose e-mail addresses are registered with the Company/depository participants(s) for communication purpose unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. **www.parnamicredits.in**
8. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
9. All material documents referred to in the accompanying notice and the explanatory statements are open for inspection at the Registered Office of the Company during the business hours on all working days, except Saturdays, Sundays & Public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Extra Ordinary General Meeting and will also be available at the meeting.
10. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and MAS Services Ltd (RTA), or to the Company at its Registered Office in respect of their physical shares.

11. Attendance Slip and Proxy Form is annexed. Members are requested to affix their signature at the space provided in the Attendance Slip and hand over the same at the entrance to the place of meeting.
12. Members who hold shares in Dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
13. Members desiring any information are requested to write to the Company 10 days in advance
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.

VOTING THROUGH ELECTRONIC MEANS:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the The Institute of Company Secretaries of India, the members are provided with the facility to cast their votes electronically, through e-voting services provided by the National Securities Depository Limited (NSDL) on the resolutions set forth in this notice. The Members may cast their votes using electronic voting systems from a place other than the venue of the Extra Ordinary General Meeting (EGM) (remote e-voting). The instructions for e-voting are given herein below. The resolutions passed by the Members through e-voting are deemed to have been passed as if they have been passed at EGM.
- ii. The facility for voting either through electronic voting systems or ballot paper shall be made available at EGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
- iii. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commence on **March 07, 2018 (9:00 A.M)** to **March 09, 2018 (5:00 P.M)**. During the period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 03, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

I. THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:
 - i. Open email and open PDF file viz; "remote e-voting.pdf" With your client ID of Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- vii. Select "EVEN" (E-voting Event Number) of Name of the Company
- viii. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Scrutinisers@mmjc.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :

EVEN (E Voting Event Number) 108190	USER ID	USER ID PASSWORD/PIN
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- ii. Please follow all steps from Sl. No. A (ii) to Sl. No. A (xii) above, to cast vote.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.

C. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

D. 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).

E. 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 March 03, 2018.

F. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. March 03, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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 or contact NSDL at the following toll free no.:1800-222-990.

G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

H. Makarand M. Joshi & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- I. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- J. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.parnamicredits.in and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchange Limited (BSE), Mumbai.
- L. Members who do not have access to e-voting facility have been additionally provided the facility of voting on a Ballot form. They may send duly completed Ballot Form (enclosed with the Notice of EGM) to the Scrutiniser, Makarand M. Joshi & Company, Practicing Company Secretary, at the Registered Office of the Company or before the date of the Extra Ordinary General Meeting or can carry the same to the EGM venue and deposit in the Ballot Box during the meeting.
- M. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to Scrutinisers@mmjc.in by mentioning their Folio / DP ID and Client ID No.
- N. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

**By Order of the Board of Directors
Parnami Credits Limited**

**Sd/-
Mr. Ajaykumar R. Vishwakarma
Company Secretary & Compliance Officer**

Date: 08/02/2018

Place: Mumbai

EXPLANATORY STATEMENT

Under Section 102 of the Companies Act, 2013 ("ACT")

Item No. 1:

The present authorized share capital of the company is Rs. 5,50,00,000 (Rupees Five Crores Fifty Lakhs Only) divided into 55,00,000 (Fifty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) only each.

Considering the expansion and growth plans that the company is desirous of undertaking, the Board of Directors at their meeting held on 8th February, 2018 have considered and approved the proposal to increase the authorized share capital to Rs. 7,00,00,000 (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs only) Equity Shares of Rs. 10/- each by creation of additional 15,00,000 (Fifteen Lakhs only) Equity Shares of Rs. 10/- each, subject to compliance of the statutory provisions of the Companies Act 2013 and also to amend Clause V (a) of the Memorandum of Association ("MoA").

A copy of the proposed MoA of the Company incorporating the above proposed changes is available for inspection at the registered office of the company on all working days, except Saturdays, Sundays & Public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the Extra Ordinary General Meeting and will also be available at the meeting.

The members are requested to approve item no 1 by way of an Ordinary Resolution.

None of the Directors/KMP of the Company or their relatives are deemed to be interested or concerned in the said resolution.

Item No. 2:

With a view to augment funds to meet the short term & long term working capital requirements of the Company and at the same time support its future growth plans, the Board of Directors of the Company at their meeting held on Thursday, 8th February, 2018 considered and approve the proposal of raising funds on a private placement basis to a person belonging to Non-Promoter Category subject to the receipt of necessary approvals from the Shareholders by way of Special Resolution required, inter alia, in terms of Section 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013 and rules made there under, the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("the ICDR Regulations") and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR").

Therefore, in terms of the said provisions, the consent of the members is being sought for the issue and allotment of the Equity Shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each at par on a preferential basis to the subscribers, entitling the subscribers to subscribe to and to be allotted the Equity Shares, no later than 15 (Fifteen) days from the date of passing of this Special Resolution by the Members provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval.

The Valuation of the Equity Shares in accordance with the applicable regulations of the ICDR Regulations.

The disclosures as required under Chapter VII of SEBI (ICDR) Regulations, 2009 are as follows:-

1. Object of the issue:

The Company intends to use the net proceeds of the offerings as envisaged for the meeting the short term and long term working requirements.

2. Intention of the Promoters/directors/key management persons to subscribe the offer:

None of the Promoters/Directors or Key Managerial Personnel will subscribe to the Offer.

3. Total number of Shares or other securities to be issued:

36,00,000 (Thirty Six Lakhs) Equity Shares of Face value Rs. 10/- (Ten).

4. Pricing of Equity Shares:

The above Equity Shares and the Equity warrants will be issued and allotted at a price not less than the higher of the following in terms of the SEBI (ICDR) Regulations, 2009:

- (a) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognised stock exchange during the 26 weeks preceding the relevant date; or
- (b) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the 2 weeks preceding the relevant date.

The average price per share calculated in accordance with the Regulations works out to Rs. 9.61/- and the allotment is proposed to be made at Rs. 10/- per share.

5. Relevant Date with reference to which the price has arrived at:

The "Relevant Date" as per the SEBI (ICDR), Regulations for the determination of the price per Equity Share to be issued pursuant to aforesaid Preferential Allotment is fixed at February 08, 2018, being 30 days prior to the date of Extraordinary General Meeting on which the approval of the members, with respect to the proposed Preferential Issue is sought.

6. Class or classes of persons to whom the allotment is proposed to be made:

Person other than promoter and promoter group.

7. Proposed time within which the allotment shall be completed:

The Proposed allotment shall be completed within 15 days from the date of passing of such resolution by the members granting consent for the preferential issue or in event allotment of equity shares would require any approval(s) from any regulatory authority (including Stock Exchange) or the Reserve Bank of India or Central Government, within 15 days from such approval(s), as the case may be.

8. Name of the Proposed Allottee and percentage of post preferential offer Capital that may held by them:

Sr. No	Name of the person	No. of shares allotted	Percentage
1.	Rachana Singi	36,00,000	51.78%

9. The change in control, if any that would occur consequent to preferential offer:

Pursuant to the proposed preferential allotment issue of equity shares, there shall be change in the control of the Company.

10. The number of preferential of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Not Applicable

11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The proposed preferential allotment is not for consideration other than cash.

12. The Pre issue and post issue shareholding pattern of the Company:

Sr. No	Category	Pre-Issue		Post-Issue	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
A	Promoters' Holding:				
1	Indian:				
	Individual	8,94,898	26.69	8,94,898	12.87
	Bodies Corporate	-	-	-	-
	Sub-Total	8,94,898	26.69	8,94,898	12.87
2	Foreign Promoters	-	-	-	-
	Sub-Total(A)	8,94,898	26.69	8,94,898	12.87
B	Non-Promoters' Holding:				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:				
	Private Corporate Bodies	1,37,100	4.09	1,37,100	1.97
	Directors and Relatives	-	-	-	-
	Indian Public	23,20,802	69.22	59,20,802	85.16
	Others(including NRIs)	-	-	-	-
	Sub-Total(B)	24,57,902	73.31	60,57,902	87.13
	GRAND TOTAL	33,52,800	100	69,52,800	100

13. Lock in - period:

The equity shares allotted on preferential basis to the Non -Promoter shall be locked in for a period of 1 year from the date of trading approval for the said equity shares.

The pre-preferential shareholding of the Allottee will be locked in for a period of 6 months from the date of trading approval for the said equity shares.

14. Auditors' Certificate:

A copy of the Certificate of the Statutory Auditors of the Company in respect of Compliance of the SEBI ICDR Regulations shall be placed before the Shareholders.

The Company will ensure that the provisions as to lock-in and other conditions/prohibitions/restrictions contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 are complied with.

15. Undertakings under Regulation 73(1)(f) and Regulation 73(1)(g) of SEBI (ICDR) Regulations, 2009:-

The Company undertakes to re-compute / re-calculate the price of the equity shares and the equity warrants in terms of the provisions of SEBI ICDR Regulations, 2009 where it is required to do so.

The Company also undertakes that in case the price of Rs. 9.61/- be required to be re-computed/ re-calculated in terms of the provisions of SEBI ICDR Regulations, 2009, and if such re-computed/ re-calculated price is higher than Rs. 9.61/-, the proposed allottee and the Company hereby undertake to pay the difference by way of bringing in cash at the time of such re-computation/ re-calculation and the shares/ warrants allotted shall be locked-in till the time the difference payable on account of re-computation/ re-calculation is paid by the allottee.

The approval of the shareholders is sought pursuant to section 42 and section 62(1)(c) of the Companies Act, 2013 and in the terms of the SEBI (Listing Obligation and Disclosures Requirements), 2015.

The Board recommends the resolution set forth in item no. 2 for approval of members.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in the said resolution.

**By Order of the Board of Directors
For Parnami Credits Limited**

Sd/-

**Mr. Ajaykumar R. Vishwakarma
Company Secretary & Compliance Officer**

Registered Office: 310, V Star Plaza,
Chandavakar Road, Borivali West,
Mumbai 400092

Date: 08/02/2018

Place: Mumbai

Route Map

Prominent Land Mark: Aura Hotel

