



PARCON INDIA PRIVATE LIMITED
207, AJC BOSE ROAD, 2ND FLOOR,
KOLKATA 700017
PHONE NO. 22902470/2471
CIN: U29262WB1986PTC040209

REGISTERED & KOLKATA OFFICE :
 2nd Floor, 207, A. J. C. BOSE ROAD
 Kolkata - 700 017
 CIN - U29262WB1986PTC040209
 Tel.: 2290 2470 , 2290 2480 / 2481
 Fax. : 91-033-2290 2509

NOTICE TO THE SHAREHOLDERS
37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT Thirty Seventh Annual General Meeting of the members of **Parcon (India) Private Limited** will be held on 24th June 2022 at 10.30 A.M. at 207 A. J. C. Bose Road, 1st Floor, Kolkata-700017 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2022 the Statement of Profit & Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To declare the final dividend of Rs. 7.50 per equity share and confirm the interim dividend of Rs. 2.50 per equity share, already paid for the year ended 31.03.2022.

Special Business

1. To Re-appoint Mr. Subir Das as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to the approval of central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to approve the re-appointment of Mr. Subir Das as Managing Director of the Company for a period of Five years with effect from the conclusion of this Annual General Meeting up to the conclusion of 42nd Annual General Meeting.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Subir Das, Managing Director of the Company.

2. Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a “Special Resolution”.

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be

and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance loan as per the terms of the Agreement dated 28th May 2022 to Select Commodities Private Limited upto an aggregate sum of 50 Crores (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

Parcon (India) Private Limited

Sapna Pasari

Company Secretary

Place: Kolkata
Date:28.05.2022

Sapna Pasari
(Company Secretary)
ACS 24326

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 35th Annual General Meeting held on September 07, 2020.

3. The Record date for payment of dividend has been fixed as 24th June 2022.

4. Dividend, as recommended by the Board, if approved at the AGM, in respect of equity shares held in electronic form will be payable to the owners of shares as on 24th June 2022 as per the downloads furnished to the Company by Depositories for this purpose. In case of shares held in physical mode, the dividend will be paid to the shareholders, whose names shall appear in the Company's Register of Members as on 24th June 2022.

5. All the documents referred to in the Notice, if any, and Statutory Registers will be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM i.e. 25th June 2022 Members seeking to inspect such documents can send an e-mail to spasari@parcon.in.

6. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Return 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Return 2021-22 will also be available on the Company's website www.parcon-india.com.

7. Unclaimed/Unpaid Dividend: Pursuant to Section 124 of the Companies Act, 2013, the unpaid dividends that are due to transfer to the Investor Education and Protection Fund(IEPF) are as follows:

Financial Year	Date of Declaration	Tentative Date for transfer to IEPF
Financial Year 2020-21 (Interim)	11/12/2020	24/01/2028
Financial Year 2020-21 (Final)	16/08/2021	30/09/2028
Financial Year 2021-22 (Interim)	11/12/2021	24/01/2029

Details of amount lying in Unpaid Dividend Account:

Name of Shareholders	Amount (Rs.)	Date of transfer to Unpaid Dividend Account
Mr. Viraj K. Puri	25	25/01/2021
Mr. Sushil Kumar Das	750	25/01/2021
Mr. Sushil Kumar Das	3750	23/09/2021
Mr. Sushil Kumar Das	905	24/01/2022

Members who have not received Dividends pertaining to the aforesaid year may approach the Company/its Registrar, for obtaining payments thereof at least 30 days before they are due for transfer to the said fund.

8. The route map for easy location to reach the venue of Annual General Meeting is annexed herewith.

9. The Explanatory Statement pursuant to Section 102 of the Companies act, 2013 which sets out details relating to Special Business at the Meeting, is annexed hereto.

**By Order of the Board
For Parcon (India) Private Limited**

Parcon (India) Private Limited

Sapna Pasari
Company Secretary

**Sapna Pasari
(Company Secretary)**

**Place : Kolkata
Date :28.05.2022**

ACS 24326

EXPLANATORY STATEMENT

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

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 in the accompanying Notice:

Item No. 1

Mr. Subir Das, aged 64 years has rich and varied experience over 40 years in the field of Tea Plantation, Tea Broking, Finance, Taxation, Legal and Marketing.

Keeping in view that Mr. Subir Das, had rich and varied experience of over 40 years in the Tea Industry and has been involved in the operations of the Company over a very long period of time, it would be in the interest of the Company to continue the employment of Mr. Subir Das as Managing Director of the Company as his current term of appointment would expire in the ensuing Annual General Meeting.

He is presently not holding the position of Managing Director or Chairman in any other Company.

In terms of the provisions of Companies Act and the Articles of Association of the Company, the Board of directors, at their meeting held on 28th May 2022 re-appointed him as Managing Director of the Company for a further period of Five years with effect from ensuing Annual General Meeting. Therefore, the consent of the shareholders is required to approve his re-appointment as Managing Director for a further term of Five years.

Except Mr. Subir Das, being an appointee none of the directors of the Company and their relatives is concerned or interested in the resolution set out in Item no. 1.

ITEM NO. 2

APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. In the light of amendments notified from time to time, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group. Hence, in order to enable the company to advance loan to other companies in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board of Directors recommend the Special Resolution for approval by the members

By Order of the Board
For Parcon (India) Private Limited

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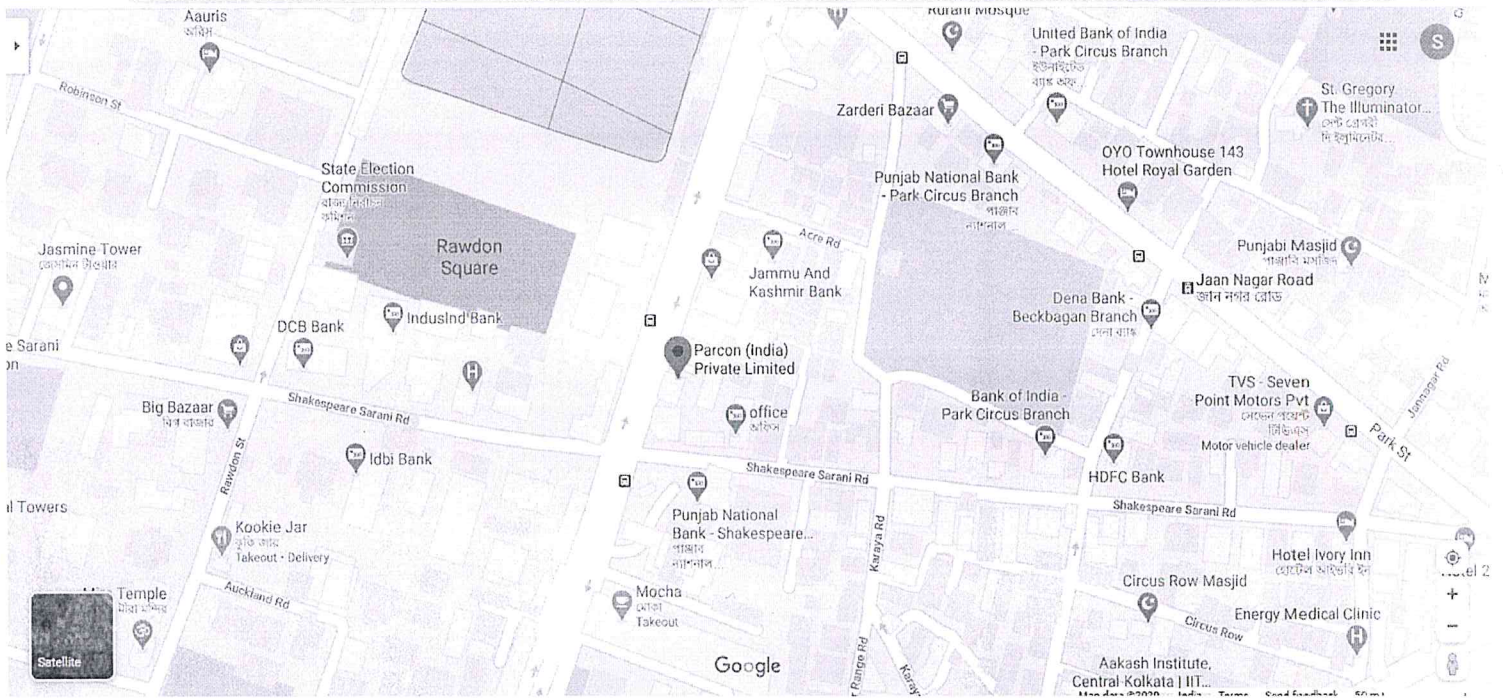
Sapna Pasari

Sapna Pasari
Company Secretary
(Company Secretary)

ACS 24326

Place : Kolkata
Date :28.05.2022

Route Map:



Landmark: Opposite of Jimmy's Kitchen