



Parmax Pharma Ltd.

Plot No. 20, Survey No. 52, Rajkot-Gondal National Highway No. 27,
Hadamtala, Tal. Kotda Sangani, Dist. Rajkot – 360311 Gujarat.

Email: info@parmaxpharma.com, Website: www.parmaxpharma.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To
The Members of **Parmax Pharma Limited**,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the '**Companies Act**'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('**SS-2**'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ('**Members**') of Parmax Pharma Limited (the '**Company**' or '**Parmax Pharma Limited**'), for the resolutions appended herein below through postal ballot ('**Postal Ballot**') by way of remote electronic voting ('**E-voting**').

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the '**MCA**') vide its General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated 15.06.2020, No. 33 / 2020 dated 28.09.2020 and No. 39/2020 dated 31st December, 2020 (the '**MCA Circulars**') and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of resolutions as per this Postal Ballot Notice. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot upto June 30, 2021 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.



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SPECIAL BUSINESS

1. TO ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**‘Companies Act’**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made there under, in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**‘SEBI’**), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**‘SEBI ICDR Regulations’**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), regulation 3(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended and the rules/regulations/guidelines/notifications/circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms 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 which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members of the Company be and is hereby accorded to create, issue, offer and allot 3,46,000 (Three lakh forty six thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, on a preferential basis, to a Promoter(s) at a price of Rs. 16/- (Rupees Sixteen only) (including premium of Rs. 6 each) per equity share, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following **‘Proposed Allottees’** as detailed herein below: -

Name of the Proposed Allottee	PAN Card	Category	No. of Shares to be allotted	Value in Rs.
Alkesh Mahasukh Gopani	AABPG7750Q	Promoter	346000	5,53,6000
Total shares proposed to be allotted			346000	5,53,6000

RESOLVED FURTHER THAT the **‘Relevant Date’** for determining the price of the equity shares being allotted to the Proposed Allottees in accordance with the SEBI ICDR Regulations, is **Wednesday, January 20, 2021**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e., **Friday, February 19, 2021**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of equity shares to be allotted in terms of this resolution shall be subject to applicable laws as well as the Memorandum and Articles of Association of the Company and shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.



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RESOLVED FURTHER THAT the equity shares issued to the Proposed Allotees shall be listed on the BSE Limited where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allotees for application of the equity shares pursuant to this preferential issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allotees through offer letter as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-Principle approval from the Stock Exchange i.e., BSE Limited receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- [a] The Proposed Allotees of equity shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- [b] The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allotees from their respective bank accounts; and
- [c] Allotment of equity shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchange as appropriate, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the preferential issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors/ Officers of the Company (as it may consider appropriate) to give effect to the aforesaid resolution.”

2. TO ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER ENTITIES:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**‘Companies Act’**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made there under, in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**‘SEBI’**), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**‘SEBI ICDR Regulations’**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), regulation 3(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended and the rules/regulations/guidelines/notifications/circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by



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the Government of India, the Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms 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 which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members of the Company be and is hereby accorded to create, issue, offer and allot 3,46,000(Three lakh forty six thousand)equity shares of face value of 10/- (Rupees Ten only) each fully paid up, on a preferential basis, to a Non-Promoter(PAC) at a price of Rs. 16/- (Rupees Sixteen only) (including premium of Rs. 6 each) per equity share, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following ‘Proposed Allottees’ as detailed herein below:

Name of the Proposed Allottee	PAN Card	Category	No. of Shares to be allotted	Value in Rs.
Alkesh R Gosalia	AEJPG3833Q	Non-Promoter (PAC)	3,46,000	5,53,6000
Total shares proposed to be allotted			3,46,000	5,53,6000

RESOLVED FURTHER THAT the ‘Relevant Date’ for determining the price of the equity shares being allotted to the Proposed Allottees in accordance with the SEBI ICDR Regulations, is **Wednesday, January 20, 2021**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e., **Friday, February 19, 2021**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of equity shares to be allotted in terms of this resolution shall be subject to applicable laws as well as the Memorandum and Articles of Association of the Company and shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the equity shares issued to the Proposed Allottees shall be listed on the stock exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the equity shares pursuant to this preferential issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through offer letter as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange(s) i.e., BSE Limited receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.



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RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- [a] The Proposed Allottees of equity shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- [b] The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts; and
- [c] Allotment of equity shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchanges as appropriate, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the preferential issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors/ Officers of the Company (as it may consider appropriate) to give effect to the aforesaid resolution.”.

3. TO ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO PUBLIC ENTITIES:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made there under, in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), regulation 3(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended and the rules/regulations/guidelines/notifications/circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms 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 which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members of the Company be and is hereby accorded to create, issue, offer and allot 6,67,500 (Six lacs sixty Seven five hundred) equity shares of face value of 10/- (Rupees Ten only) each fully paid up, on a preferential basis, to a Public(s) at a price of Rs. 16/- (Rupees Sixteen only) (including premium of Rs. 6 each) per equity share, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on

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such other terms and conditions, as may be approved or finalized by the Board, to the following ‘Proposed Allottees’ as detailed herein below:

Name of the Proposed Allottee	PAN Card	Category	No. of Shares to be allotted	Value in Rs.
Shilpa Nilesh Doshi	ADXP5320J	Public	110000	1,760,000
Ural Nilesh Doshi	ALHPD6868M	Public	110000	1,760,000
Hiral Nilesh Doshi	ALHPD6915F	Public	113750	1,820,000
Vipul Harilal Shah	AAZPS7071C	Public	50000	800,000
Sunil Popatlal Shah (HUF)	AAFHS8352C	Public	50000	800,000
Amit Ramesh Chandra Sheth	AAJPS5740G	Public	50000	800,000
Chirag Harenbhai Oza	AAMPO1119J	Public	25000	400,000
Paraskumar Kantilal Shah	ADKPS5148Q	Public	20000	320,000
Nimesh Paraskumar Shah	BIJPS0816G	Public	17500	280,000
Neeta Shah	ADSPS6832M	Public	12500	200,000
Bhavini Nimeshbhai Shah	ALOPP6539L	Public	12500	200,000
Siddharth Vimalkumar Shah	AWFPS2466K	Public	17500	280,000
Jignasha S Shah	AGTPS8394N	Public	7500	120,000
Rahil Rajeshkumar Harde	ACYPH4055N	Public	12500	200,000
Rutu Bakulkumar Modh	BQOPM8026M	Public	12500	200,000
Tithi Rajeshkumar Harde	ACVPH4137Q	Public	12500	200,000
Sanket K Joshi	ALSPJ3545Q	Public	12500	200,000
Mukesh K Parekh	AABPP8422A	Public	11250	180,000
Jainil Mukesh Parekh	CGOPP9190C	Public	10000	160,000
Total shares proposed to be allotted			6,67,500	10,680,000

Allottees in accordance with the SEBI ICDR Regulations, is **Wednesday, January 20, 2021**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e., **Friday, February 19, 2021**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of equity shares to be allotted in terms of this resolution shall be subject to applicable laws as well as the Memorandum and Articles of Association of the Company and shall be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the equity shares issued to the Proposed Allottees shall be listed on the stock exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the equity shares pursuant to this preferential issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through offer letter as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-Principle approval from the Stock Exchange(s) i.e., BSE Limited receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- [a] The Proposed Allottees of equity shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- [b] The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts; and
- [c] Allotment of equity shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid shares and listing thereof with the Stock Exchanges as appropriate, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the preferential issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors/ Officers of the Company (as it may consider appropriate) to give effect to the aforesaid resolution.”.

Date: 16.01.2021
Place: Rajkot

**By order of the Board of Directors of
Parmax Pharma Limited**

**Sd/-
Alkesh R. Gosalia
Managing Director
(Finance and Operations)**



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NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the Company's website www.parmaxpharma.com, on E-voting website <https://www.evotingindia.com/> and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
2. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut –Off date are requested to register their e-mail Ids by sending e-mail citing subject "Parmax -Postal Ballot Registration of e-mail Id's" to Registrar and share transfer Agent (RTA) of the Company, i.e., **Purva Sharegistry (India) Pvt. Ltd.** at support@purvashare.com or to the Company at info@parmaxpharma.com with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by CDSL.
3. The Portal for E-voting will remain open for the Members for exercising their voting from **Thursday, January 21, 2021 at 09:00 a.m.** India Standard Time ('IST') till **Friday, February 19, 2021 at 05:00 p.m. (IST)** both days inclusive. The E-voting needs to be exercised by 05:00 p.m. (IST) on **Friday, February 19, 2021**. Please note that E-voting module will be disabled for voting by CDSL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on **Tuesday January 19, 2021 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e., **Friday, February 19, 2021**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.
5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Tuesday January 19, 2021** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. **Purva Sharegistry India Private Limited**. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed **Mr. Samsad Alam Khan (Membership No. A 28719 CP: 13972) Practicing Company Secretaries, as Scrutinizer** for scrutinizing the E-voting process and conducting Postal Ballot process in a fair and transparent manner. In case of any failure/ inability to scrutinize E-voting by Mr. Samsad Alam Khan, Mr. Amrish N. Gandhi (Membership No. F8193 CP: 5656), Practicing Company Secretary shall be alternate Scrutinizer to him.
8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by Board, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before **Monday February 22, 2021**. The results of the Postal Ballot will be posted on the Company's website



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www.parmaxpharma.com and on CDSL's E-voting website <https://www.evotingindia.com/> and will also be communicated to the Stock Exchanges where the Company's shares are listed.

9. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website www.parmaxpharma.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e., **Friday, February 19, 2021**.
10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper (in English language) and one Gujarati daily newspaper circulating in Rajkot (in vernacular language, (i.e. ,Gujarati).
11. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is providing facility for voting by E-voting to all the Members of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of CDSL E-voting and have made necessary arrangements with RTA to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No. 17/2020 dated April 13, 2020, No. 22/2020 dated 15.06.2020, No. 33 / 2020 dated 28.09.2020 and No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies. The detailed procedure with respect to E-voting is as follows.
12. **Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

Voting Process and other instructions regarding Remote e-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **January 21, 2021** and ends on **February 19, 2021**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **January 19, 2021** 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.



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- (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	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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 for the relevant <Company Name> 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.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m - Voting” for e-voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e-voting credentials to vote for the company resolution(s).
- (xix) 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 Corporates.
 - 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, user would be able to link the account(s) for which they wish to vote on.



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- 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.
- (xx) **Mr. Samsad A Khan, Practicing Company Secretary) [Membership No. 28719, (and failing him Mr. Amrish N Gandhi, Practicing Company Secretary) [Fellow Membership No. 8193]** has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- (xxii) 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

CONTACT DETAILS	
Company	PARMAX PHARMA LIMITED
Registrar and Transfer Agent	M/s. Purva Sharegistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt., J.R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011
e-voting Agency	Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com
Scrutinizer	CS Samsad Alam Khan, Practicing Company Secretary Email: admin@agskcs.com , amrishgandhi72@gmail.com Ph: 079-40323014

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ANNEXURE TO NOTICE:

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts:

Resolution No. 1, 2 and 3:

The details in this regard as required in terms of the SEBI ICDR Regulations and the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

The Company proposes to make a preferential allotment of Equity Shares to :-

Details	Subscribers	PAN Card	Category	No. of Shares to be allotted	Consideration Amount Not Exceeding (Rs.)
1	Alkesh Mahasukh Gopani	AABPG7750Q	Promoter	346000	55,36,000
2	Alkesh R Gosalia	AEJPG3833Q	Non-Promoter (PAC)	346000	55,36,000
3	Shilpa Nilesh Doshi	ADXPD5320J	Public	110000	17,60,000
4	Ural Nilesh Doshi	ALHPD6868M	Public	110000	17,60,000
5	Hiral Nilesh Doshi	ALHPD6915F	Public	113750	18,20,000
6	Vipul Harilal Shah	AAZPS7071C	Public	50000	8,00,000
7	Sunil Popatlal Shah (HUF)	AAFHS8352C	Public	50000	8,00,000
8	Amit Ramesh Chandra Sheth	AAJPS5740G	Public	50000	8,00,000
9	Chirag Harenbhai Oza	AAMPO1119J	Public	25000	4,00,000
10	ParasKumar Kantilal Shah	ADKPS5148Q	Public	20000	3,20,000
11	Nimesh Paraskumar Shah	BIJPS0816G	Public	17500	2,80,000
12	Neeta Shah	ADSPS6832M	Public	12500	2,00,000
13	Bhavini Nimeshbhai Shah	ALOPP6539L	Public	12500	2,00,000
14	Siddharth Vimalkumar Shah	AWFPS2466K	Public	17500	2,80,000
15	Jignasha S Shah	AGTPS8394N	Public	7500	1,20,000
16	Rahil Rajeshkumar Harde	ACYPH4055N	Public	12500	2,00,000
17	Rutu Bakulkumar Modh	BQOPM8026M	Public	12500	2,00,000
18	Tithi Rajeshkumar Harde	ACVPH4137Q	Public	12500	2,00,000
19	Sanket K Joshi	ALSPJ3545Q	Public	12500	2,00,000
20	Mukesh K Parekh	AABPP8422A	Public	11250	1,80,000
21	Jainil Mukesh Parekh	CGOPP9190C	Public	10000	1,60,000
			Total	1359500	2,17,52,000

(collectively known as “Subscribers”), on Preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on **16th January, 2021**.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62 of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “CA 2013”) as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2018 (“SEBI ICDR Regulations”).



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Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of upto 13,59,500 Equity Shares of the Company, having a face value of Re. 10/- (Rupee Ten only) at a premium of Rs. 6 each at price as arrived in accordance with the SEBI ICDR Regulations, on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this Special Resolution by the Members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI ICDR Regulations, the relevant disclosures / details are given below:

A. Object of the preferential issue of equity shares:

The Object of the issue is to meet general business requirements addressing working capital needs, expansion of business activities and for general corporate purpose. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course.

B. Maximum number of specified securities to be issued:

Total number of Equity Shares to be issued are upto 13,59,500 and are allotted in terms of this resolution and shall rank pari-passu with existing Equity Shares of the Company in all respects.

C. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the proposed preferential issue:

Other than Mr. Alkesh Mahasukh Gopani Managing Director, Promoter, Mr. Alkesh R. Gosalia Managing Director (Finance and Operations) intending to participate/ subscribe to the proposed issue. none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this preferential issue of equity shares.

D. Basis on which the price has been arrived:

The Company is listed on BSE Limited and the equity shares of the Company are not frequently traded in accordance with Regulation 165 of the SEBI ICDR Regulations.

Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and SEBI ICDR Regulations, the Company has obtained a valuation report dated **16th January, 2021** ("Valuation Report") from **Holani Consultants Private Limited** having SEBI Registration No. INM000012467 and registered office at 401-405 & 416-418, 4th Floor, Soni Paris Point, Jai Singh Highway, Bani park, Jaipur 302016 (copy enclosed), who have determined the fair value of the equity shares of the Company to be Rs. 16/-.

E. Relevant Date and Issue Price:

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is **20th January, 2021** ("Relevant Date") (i.e., 30 days prior to the date of proposed General Meeting which is **19th February, 2021** to approve the proposed preferential issue).

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F. Shareholding Pattern of the Company before and after the preferential issue of equity shares:

S. No	CATEGORY	PRE-ISSUE HOLDING DETAILS		POST- ISSUE HOLDING DETAILS	
		TOTAL NO. OF SHARES	% OF SHARES OF SHARES	TOTAL NO. OF SHARES	% OF SHARES OF SHARES
A	Promoters Holding				
1	Indian				
	Individual	1152450	30.80%	1498450	29.38%
	Body Corporate	0	0	0	0
	SUB TOTAL	1152450	30.80%	1498450	29.38%
2	Foreign Promoters	0	0	0	0
	SUB TOTAL (A)	1152450	30.80%	1498450	29.38%
B	Non-Promoters Holding:				
1	Institutional Investors	0	0	0	0
2	Non-Institution:				
	Bodies Corporates	1610	0.04	1610	0.03
	Individuals	2553646	68.26	3567146	69.94
	Others:				
	NRI	3005	0.08	3005	0.01
	Clearing Members	39	0.00	39	0.00
	HUF	30550	0.82	30550	0.63
	SUB TOTAL (B)	25,88,850	69.20%	36,02,350	70.62%
	GRAND TOTAL	37,41,300	100.00%	51,00,800	100.00%

NOTES:

- As on 16th January, 2021
- This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

G. Proposed time within which the preferential issue shall be completed:

In terms of the SEBI ICDR Regulations, the proposed preferential issue to Proposed Allottees pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1,2 & 3.

Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

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H. Consequential Changes in the Voting Rights and Change in Management or Control:

As a result of the proposed preferential issue of equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

None of the Directors other than Mr. Alkesh Mahasukh Gopani and Mr. Alkesh R. Gosalia and any Key Managerial Personnel of the Company have any shareholding interest to any of the Proposed Allottees.

I. Lock-in Period:

The Equity Shares to be allotted to the Proposed Allottees, including the pre-preferential allotment shareholding of the Proposed Allottees, if any, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable.

J. Re-computation of Issue Price:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

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

This is not applicable in the present case as the proposed allotment is made for consideration in cash

L. Identity of the Natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of Post Preferential Issued capital that may be held by the said Allottees:

The Identity of the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and the percentage of the pre- and post-preferential issue capital that may be held by proposed Allottees is given in the following table:

Name & PAN of Allottees	Category	Natural Persons who are the ultimate beneficial owners	Pre-Issue Shareholding		No. of Shares to be allotted	Post-Issue Shareholding	
			No. of Shares	%		No. of Shares	%
Alkesh Mahasukh Gopani PAN: AABPG7750Q	Individual	Alkesh Mahasukh Gopani	289210	7.73	346000	635210	12.45
Alkesh R Gosalia PAN: AEJPG3833Q	Individual	Alkesh R Gosalia	254800	6.81	346000	600800	11.78

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Shilpa Nilesh Doshi PAN: ADXPD5320J	Individual	Shilpa Nilesh Doshi	0	0.00	110000	110000	2.16
Ural Nilesh Doshi PAN: ALHPD6868M	Individual	Ural Nilesh Doshi	0	0.00	110000	110000	2.16
Hiral Nilesh Doshi PAN: ALHPD6915F	Individual	Hiral Nilesh Doshi	0	0.00	113750	113750	2.23
Vipul Harilal Shah PAN: AAZPS7071C	Individual	Vipul Harilal Shah	0	0.00	50000	50000	0.98
Sunil Popatlal Shah (HUF) PAN: AAFHS8352C	HUF	Sunil Popatlal Shah Being Karta of HUF	0	0.00	50000	50000	0.98
Amit Ramesh Chandra Sheth PAN: AAJPS5740G	Individual	Amit Ramesh Chandra Sheth	0	0.00	50000	50000	0.98
Chirag Harenbhai Oza PAN: AAMPO1119J	Individual	Chirag Harenbhai Oza	0	0.00	25000	25000	0.49
ParasKumar Kantilal Shah PAN: ADKPS5148Q	Individual	ParasKumar Kantilal Shah	0	0.00	20000	20000	0.39
Nimesh Paraskumar Shah PAN: BIJPS0816G	Individual	Nimesh Paraskumar Shah	0	0.00	17500	17500	0.34
Neeta Shah PAN: ADSPS6832M	Individual	Neeta Shah	0	0.00	12500	12500	0.25
Bhavini Nimeshbhai Shah PAN: ALOPP6539L	Individual	Bhavini Nimeshbhai Shah	0	0.00	12500	12500	0.25
Siddharth Vimalkumar Shah PAN: AWFPS2466K	Individual	Siddharth Vimalkumar Shah	0	0.00	17500	17500	0.34
Jignasha S Shah PAN: AGTPS8394N	Individual	Jignasha S Shah	0	0.00	7500	7500	0.15
Rahil Rajeshkumar Harde PAN: ACYPH4055N	Individual	Rahil Rajeshkumar Harde	0	0.00	12500	12500	0.25
Rutu Bakulkumar Modh PAN: BQOPM8026M	Individual	Rutu Bakulkumar Modh	0	0.00	12500	12500	0.25
Tithi Rajeshkumar Harde PAN: ACVPH4137Q	Individual	Tithi Rajeshkumar Harde	0	0.00	12500	12500	0.25
Sanket K Joshi PAN: ALSPJ3545Q	Individual	Sanket K Joshi	0	0.00	12500	12500	0.25
Mukesh K Parekh PAN: AABPP8422A	Individual	Mukesh K Parekh	0	0.00	11250	11250	0.22



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Jainil Mukesh Parekh PAN: CGOPP9190C	Individual	Jainil Mukesh Parekh	0	0.00	10000	10000	0.20
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M. Other Disclosures:

1. A copy of the certificate from B A Shah S R Mehta & Co., Chartered Accountants (Firm **Registration No. 128796W**), the Statutory Auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, shall be made available on the website of the Company www.parmaxpharma.com to facilitate online inspection by the Members until **Friday, February 19, 2021**.
2. Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of willful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
3. The Proposed Allottees have not sold equity shares of the Company in the 6 (Six) months preceding the Relevant Date. As per Regulation 158 of the SEBI ICDR Regulations.
4. During the period from April 01, 2020 till date of notice of this Postal Ballot, the Company has not made any preferential issue.
5. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing Members of the Company in the manner laid down in the Section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, consent of the Members by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 read with its Rules and SEBI ICDR Regulations.

The Members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed preferential issue as set out in the resolution at Item No. 1, 2 & 3.

**By order of the Board of Directors of
Parmax Pharma Limited**

**Sd/-
Alkesh R. Gosalia
Managing Director
(Finance and Operations)**

**Date: 16.01.2021
Place: Rajkot**



HOLANI CONSULTANTS PRIVATE LIMITED

"Creating Possibilities, Creating Value"

Private and Confidential

Date: January 16th, 2021

To,

PARMAX PHARMA LIMITED,
Plot No. 20, Survey No. 52,
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Hadamtala Rajkot GJ 360311 IN

Sub: Valuation of Equity Shares proposed to be issued by the company through preferential allotment for the purpose of complying with Regulation 165 of SEBI ICDR Regulations, 2018.

Ref: Mandate Letter dated October 15th, 2020

Dear Sir,

We are pleased to submit our valuation report on equity shares of your prestigious company, Parmax Pharma Limited ("company"), in terms of our mandate letter.

We understand that this valuation is being sought for the limited purpose of determining the fair market value of Equity shares proposed to be issued by your company under the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 and rules made there under.

We understand that the company which is listed on BSE Limited has proposed to issue Equity shares and since the Company's shares are infrequently traded, for that purpose the company is required to obtain a valuation of equity shares under regulation 165 of SEBI ICDR, 2018 for compliance of the provisions contained in Companies Act, 2013 and SEBI ICDR, 2018. The report determines the arm's length price of securities as per internationally accepted pricing methodology.

The Computation of fair value of Equity shares of the Company is based on different Valuation methodologies to ascertain the value for a specific purpose. Valuation is an inexact science and sometimes involves a set of judgements and assumptions that may be subject to certain uncertainties.

We have considered Management Certified Provisional financial statements as on September 30th, 2020, Audited financial statements for the financial year ended 31st March, 2020 and Audited Financial Statements for the year ended 31st March, 2019 and discussions with the management regarding future plans and other relevant information provided by the company.

Based on the documents and information made available to us, as on September 30th, 2020 we have arrived at a fair market value of securities through the weighted average of the price arrived from the Book Value, Income Approach and Market Comparable method as under:

401-405 & 416-418, 4th Floor, Soni Paris Point, Jai Singh Highway, Banipark, Jaipur-302016 INDIA

Phone: 0141-2203996 / 9829010099

E-mail : info@holaniconsultants.co.in, ipo@holaniconsultants.co.in Website: www.holaniconsultants.co.in

CIN: U74140RJ2002PTC017661



WEIGHTED AVERAGE OF BOOK VALUE, DCF AND MARKET COMPARABLE METHODS:

Fair Market Value as per	Amount (₹)	Weights
A. Book Value	12.25	1
B. Discounted Cash Flow	17.02	1
C. Comparable Trading Multiple	18.88	1
Weighted Average of A, B & C i.e. weighted FMV	Rs. 16.05/- per Equity share	
Rounded off	Rs. 16/-	

The valuation report shall be used solely for the abovementioned purposes and not for any other purpose.

1. BACKGROUND

PARMAX PHARMA LIMITED

Parmax Pharma Limited (hereinafter referred to as the 'Company') was incorporated on November 2nd, 1994 with its registered office located in Plot No. 20, Survey No. 52, Rajkot-Gondal National Highway No. 27, Hadamtala Rajkot GJ 360311 IN. The company is engaged in the business of manufacturing, producing, buying, selling and dealing with all kinds of drug and drugs used in pharmaceutical chemicals, proprietary medicines, substance materials and articles of all classes and description, etc.

DISCLAIMER

This report is a private and confidential document prepared under the instructions of the client and it is for the internal use of the client only and not meant for external circulation except to any statutory authority (including SEBI and RBI).

Any person making any investment or taking any decision having reliance on this report will be doing so at its/ his/ her sole risk and we shall not be responsible for any such decision taken.

2. PURPOSE OF VALUATION

- 2.1 The company which is listed on BSE Limited has proposed to issue Equity shares during FY 2020-21. Its shares being infrequently traded, the company is required to compute the fair market value of the securities so as to comply with the provisions of regulation 165 of the SEBI ICDR, 2018. The fair market value of the securities shall be computed accordingly.
- 2.2 We have been requested by the Management to arrive at the fair market value of equity shares of the Company as per the methodology prescribed in accordance with regulation 165 of the SEBI ICDR, 2018. For the said purpose we have called for and have been provided with various information, explanations, data & documents of the company.



3. BASIS OF VALUATION

- 3.1 We have carried out the valuation of Equity shares on the basis of following provisions, assumptions and information:
- i. Audited Financials of the Company for the period ending on March 31st, 2019, Audited Financial Statements for the period ending on March 31st, 2020, Management certified Provisional financial statements as on September 30th, 2020;
 - ii. Projected financial statements of the company for the period from October 1st, 2020 to March 31st, 2026 duly certified by the management of the company;
 - iii. Face Value of Equity Shares shall be Rs. 10/- (Rupees Ten Only) each;
 - iv. It has been assumed that the Company will avail full sanctioned limits of Credit Facility;
 - v. Discussions with Management on various issues relevant for the valuation including the prospects and outlook for the industry and other relevant information, etc;
 - vi. It has been assumed that the company will comply with all the applicable statutory requirements in the future;
 - vii. It has been assumed that the cash flows will accrue evenly during the financial years;
 - viii. The perpetual growth rate of the company from September 30th, 2025 onwards is taken at a conservative rate of 3.00% per annum taking into consideration the long-term GDP growth rate of India considering current scenario;
 - ix. Company is listed on BSE India platform but its shares are infrequently traded, so we have considered the beta of the Company listed on BSE Limited for the purpose of computing the cost of equity as per the Capital Asset Pricing Model (CAPM) and adjusted the capital structure of the company with its peers. The list of peers is as follows:
 - Vasundhara Rasayans Limited
 - Ishita drugs & Industries Limited
 - Roopa Industries LimitedThe adjusted beta of the company is 1.38. The Cost of equity of the company is computed as 14.94%
 - x. Risk – free rate is derived from the 10 Year Government Bond (G – Sec) Yield as at 30th September, 2020.
 - xi. Market return is taken as CAGR on S&P BSE Healthcare sector calculated based on closing prices of last 10 years as at 30th September, 2020.
 - xii. Since the shares of the Company are infrequently traded, we have considered a Liquidity risk premium of 10%.
 - xiii. For the purpose of Market Comparable method, the peer companies considered are listed on BSE limited, namely-
 - Vasundhara Rasayans Limited
 - Ishita drugs & Industries Limited
 - Roopa Industries Limited

4. METHOD OF VALUATION

- 4.1 The objective of the valuation process is to make a best reasonable judgment of the value of the Shares of the Company. The best reasonable judgment of the value will be referred to as the fair value (FV). The Equity Shares of the Company are listed at platform of BSE Limited. However, we have checked the share price quotations of the company on the stock exchange where the equity share of the Company are listed and noted that traded turnover during the twelve



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calendar months preceding the relevant date, is less than ten per cent of the total number of shares of such class of shares of the Company. Therefore, the equity shares of the Company are infrequently traded as per the meaning given in SEBI ICDR Regulations.

Since, the equity shares of the company are infrequently traded, the fair valuation of the equity shares of has been arrived in terms of the provisions of regulation 165 of SEBI ICDR Regulations as follows, where by three approaches of Valuation have been used and the value has been derived by weighted average of price arrived through three valuation models:

- A. Book Value approach
- B. Discounted cash flow (DCF) approach and
- C. Comparable trading multiples

Fair Market Value as per	Amount (₹)	Weights
A. Book Value	12.25	1
B. Discounted Cash Flow	17.02	1
C. Comparable Trading Multiple	18.88	1
Weighted Average of A, B & C i.e. weighted FMV	Rs. 16.05/- per Equity share	
Rounded off	Rs. 16/-	

The application of any method of valuation depends on the purpose for which the valuation exercise is performed; relevance of each method under the circumstances of the case and other factors as determined appropriate.

• **Net Asset Value Approach:** This method takes into account the value of the assets of the business or the net worth as represented in the financial statements of the Company. For the purposes of arriving at NAV per share, total outside liabilities shall be reduced from the value of the total assets and the net figure so arrived at shall be divided by the number of equity shares issued and paid-up.

• **Discounted cash flow (DCF) Approach:** The Company is valued on the assumption of going concern with growth in revenue over explicit period. The DCF method values the business by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter.

• **Comparable trading multiples:** Comps are a relative valuation technique used to value a company by comparing that company's valuation multiples to those of its peers. Typically, the multiples are a ratio of some valuation metric to some financial performance metric. The basic idea is that companies with similar characteristics should trade at similar multiples, all other things being equal.

Based on the abovementioned assumptions and methodology of valuation as on September 30th, 2020, the arms' length price as per internationally accepted pricing methodology is as under:-

Particulars	FMV per security
Equity share (Face value of Rs. 10/- each) (Refer Annexure I)	16.05/-
Rounded off	16/-



LIMITATIONS/ DISCLAIMERS
(Forming Integral Part of our Report)

- a. Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- b. Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While management has provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.
- c. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review, due diligence or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.
- d. No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets. Therefore, no responsibility is assumed for matters of a legal nature.
- e. Our work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- f. Our recommendation is based on the information mentioned as provided by the management, which represents their view of reasonable expectation at the point of time when they were prepared, but such information are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the projections in this exercise of valuation should not be construed or taken as our being associated with or a party to such projections.
- g. A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on our opinion, on the fair value of the securities of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- h. In the course of the valuation, we were provided with both written and verbal information. Our conclusions are based on discretion of the management and other information given by/on behalf of the Company. We assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.



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- i. The draft of the present report was circulated to the management for confirming the facts stated in the report and to confirm that information or facts stated are not erroneous and the assumptions used are reasonable.
- j. Any person/party intending to provide finance/invest in the securities of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- k. Our Report is meant for the purpose mentioned in Para 3 and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.
- l. Neither Holani Consultants Private Limited, nor its directors or employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

For Holani Consultants Private Limited

Place: Jaipur

Date: January 16th, 2021



A handwritten signature in black ink, appearing to read "A. Holani".

Authorized Signatory

[SEBI Registration Number- INM000012467]

ANNEXURE I**A. Valuation of Shares based on Book Value Method:**

Particulars	Amount (₹)
Share Capital	4,45,11,500.00
Reserves and Surplus	13,36,219.00
Total Net-worth	4,58,47,719.00
Less: Intangible Assets	0.00
Book Value of Company (A)	4,58,47,719.00
No. of Shares (B)	37,41,300.00
Book Value per Share (BVPS) (C= A/B)	12.25

B. Valuation of Shares based on Discounted Cash Flow (DCF) Method:

Particulars	Cash Flows	Present Value
Free Cash Flow to the Firm (FCFF) for the year ending: -		
October 1 st , 2020 to September 30 th , 2021	39,15,712.39	35,28,162.54
October 1 st , 2021 to September 30 th , 2022	45,28,163.89	36,76,188.21
October 1 st , 2022 to September 30 th , 2023	59,36,242.29	43,42,351.93
October 1 st , 2023 to September 30 th , 2024	70,91,324.47	46,73,890.76
October 1 st , 2024 to September 30 th , 2025	1,29,06,925.42	76,64,993.68
Terminal Value as at September 30 th , 2025		9,88,78,781.52
Enterprise Value		12,27,64,368.64
Less: Market Value of Debt		5,20,19,584
Total Equity Value		7,07,44,784.64
Total number of Equity Shares		37,41,300
Value of Equity Per Share		18.91
Less: Liquidity Discount @10%		1.89
FMV per equity share as on September 30th, 2020		17.02
Cost of Capital (WACC) (Refer Annexure II)		10.98%

C. Valuation of Shares based on Market Comparable Method:

Particulars	Ishita Drugs and Industries Limited	Vasundhara Rasayans Limited	Roopa Industries Limited
Market Price as on September 30 th , 2020	24.75	61.00	8.32
Enterprise Value (In Lacs)	712.64	1,847.97	2,032.40
Sales (In Lacs)	610.03	1074.92	1,050.91
Sales per share	20.40	33.82	13.36
EBITDA (In Lacs)	41.26	214.29	109.05
Book Value per share	24.09	61.45	13.92



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Valuation multiples			
EV/ Sales	1.17x	1.72x	1.93x
EV/ EBITDA	17.27x	8.62x	18.64x
P/S	1.21x	1.80x	0.62x
P/B	1.03x	0.99x	0.60x
Average Valuation multiples			
EV/ Sales (A)	1.6x		
EV/ EBITDA (B)	14.8x		
P/S (C)	1.2x		
P/B (D)	0.9x		

Particulars	Parmax Pharma Limited
Sales (In Lacs) (E)	836.24
Sales per share (F)	22.35
EBITDA (In lacs) (G)	62.64
Book Value per share (H)	12.25
Enterprise Value (I = A*E)	1,343.93
Enterprise Value (J = B*G)	929.88
Price (K = C*G)	27.12
Price (L = D*H)	10.69
Average of Average EV (Avg. of I and J)	1,136.90
Less: Debt	520.20
Add: Cash and cash equivalent	88.98
Market Cap	705.68
No. Of equity shares	37,41,300
Average Price by EV multiple (M)	18.86
Average of Average Price (Avg of K and L) (N)	18.91
Fair Value per Equity share (Avg. of M and N)	18.88

D. WEIGHTED AVERAGE OF BOOK VALUE, DCF AND MARKET COMPARABLE:

Particulars	Amount (₹)	Weights
A. Fair Value per equity share based on Book Value	12.25	1
B. Fair Value per equity share based on Discounted Cash Flow	17.02	1
C. Fair Value per equity share based on Market Comparable	18.88	1
Weighted Average of A, B & C i.e. weighted FMV	Rs. 16.05/- per Equity share	
Rounded off	Rs. 16/-	



ANNEXURE II

COMPUTATION OF WEIGHTED AVERAGE COST OF CAPITAL (WACC)

Particulars	Value
After Tax Cost of Debt (Kd)	6.50%
Cost of Equity (Ke) (Refer table below)	14.94%
Weight of Debt in the Capital Structure (Wd)	46.85%
Weight of Equity in the Capital Structure (We)	53.15%
Weighted Average Cost of Capital (WACC = (Kd * Wd) + (Ke * We))	10.98%

Note: It has been assumed that the company will maintain the optimal capital structure in the future periods of time.

COMPUTATION OF COST OF EQUITY (Ke)

Particulars	
Risk Free rate of Return (10 Years Government Bond Yield- India)(A)	6.02%
Market Return (CAGR on 10 year S&P BSE Healthcare) (B)	12.47%
Market Risk Premium (C = B-A)	6.45%
Beta (Adjusted) (D)	1.38
Cost of Equity (A + C*D)	14.94%

