

**NOTICE**

**Notice** is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members ("AGM") of Paranjape Schemes (Construction) Limited ("the Company") will be held at a short notice on Monday, 29<sup>th</sup> May, 2023 at 5.30 p.m. at the registered office of the Company at 1 Somnath, CTS No. 988, Rammandir Road, Vile Parle East, Mumbai, Maharashtra - 400057 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Shashank Paranjape (DIN: 00131956), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To appoint Mrs. Sarika Kulkarni (DIN: 07141926) as an Independent Director of the Company for a term of 1 (One) year.

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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule IV of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Sarika Kulkarni (DIN: 07141926), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) by the Board of Directors at its meeting held on 23<sup>rd</sup> March, 2023, and who holds office till the conclusion of this Annual General Meeting pursuant to the provisions of Section 161 of the Act, be and is hereby appointed as Independent Director of the Company for a term of 1 (One) year commencing from 23<sup>rd</sup> March, 2023, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorised on behalf of the Company to do all such acts and to take steps may be necessary and expedient to give effect to this resolution including the filing of necessary e-forms with the Registrar of Companies, Mumbai.

**RESOLVED FURTHER THAT** Directors of the Company be and is hereby severally authorised on behalf of the Company to issue certified true copy of the aforesaid resolution to any of the concerned person(s)."

By order of the Board of Directors

For **Paranjape Schemes (Constructions) Limited**

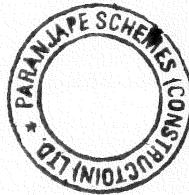


Shrikant Paranjape  
Whole-time Director

DIN: 00131917

Date: 15<sup>th</sup> May, 2023

Place: Mumbai

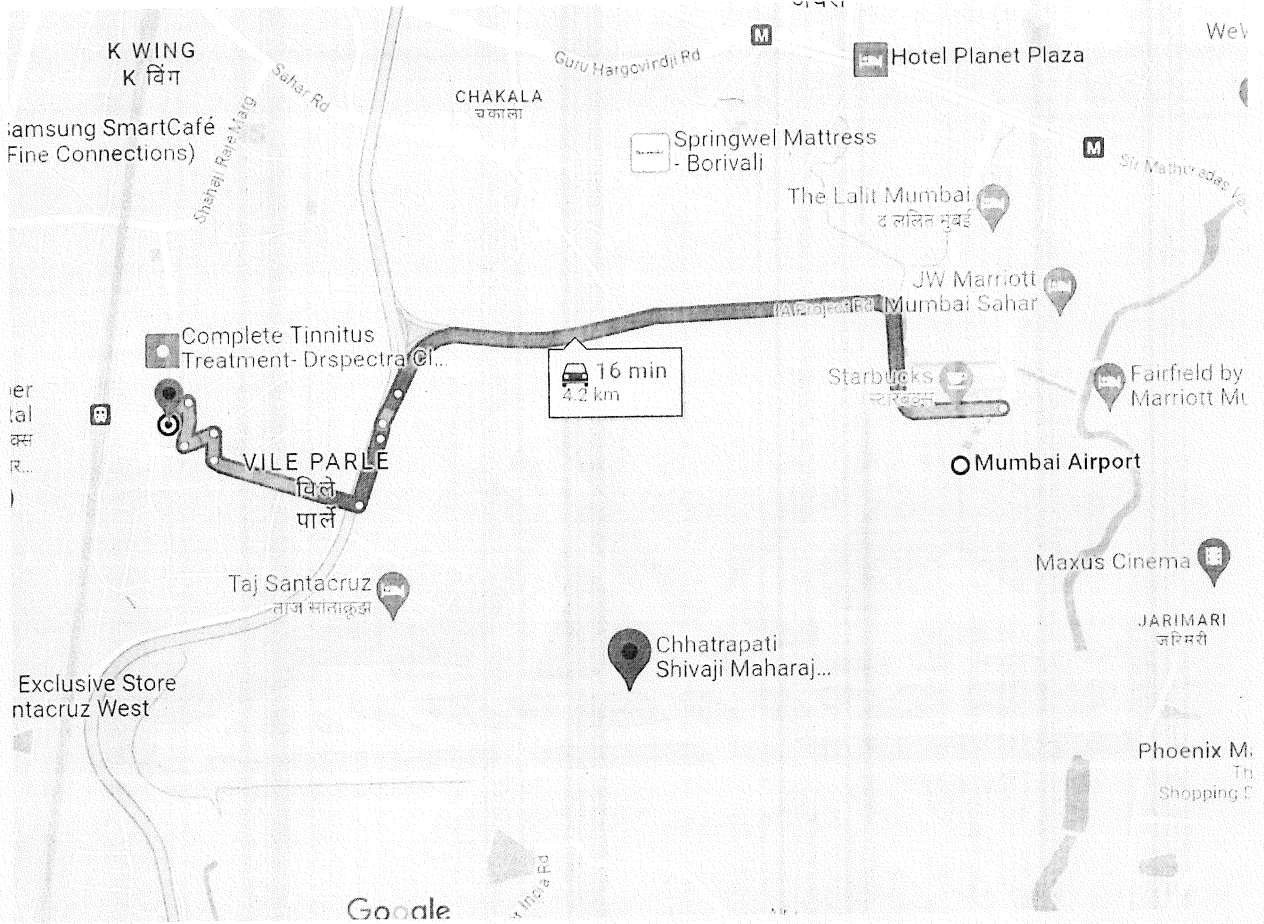


## NOTES:

1. An explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and applicable secretarial standards relating to special business to be transacted at the Annual General Meeting, is annexed to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE THE MEMBER OF THE COMPANY.**
3. Proxy form to be effective must be deposited at the registered office of the Company atleast 48 hours before the time fixed for the meeting.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or member.
5. Members / proxies / authorised representatives are required to bring attendance slip(s)/ proxy form duly filled and signed for attending the Annual General Meeting.
6. Proxy(ies) are requested to bring their identity proof at the Annual General Meeting for the purpose of identification. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their folio number in the attendance slip.
7. Members are requested to notify the Company immediately the changes, if any, in the address in full with the postal area, pin code number, quoting their folio no.
8. The detailed address of venue of Annual General Meeting with route map and nearest landmark is attached herewith.
9. Relevant documents referred to in the accompanying the Notice and explanatory statement, the Register of contracts and arrangements, Register of directors and key managerial personnel and their shareholding, Annual Returns, Audited Financial Statements, Board's Report and the Auditor's Report, will remain open for inspection at the Registered Office of the Company on all working days between 09:00 a.m to 5:00 p.m. excluding Saturdays, Sundays and public holidays up to the date of the Annual General Meeting.

## ROUTE MAP OF VENUE FOR 35<sup>TH</sup> AGM OF THE COMPANY

**NAME OF THE COMPANY** : PARANJAPE SCHEMES (CONSTRUCTION) LIMITED  
**VENUE** : 1 SOMNATH, CTS NO. 988, RAMMANDIR ROAD, VILE PARLE EAST, MUMBAI, MAHARASHTRA - 400057  
**TIME** : 5.30 P.M.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

### ITEM NO. 3

Pursuant to the provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, the casual vacancy of Director shall be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 23<sup>rd</sup> March, 2023, appointed Mrs. Sarika Kulkarni (DIN: 07141926) as an Additional Director of the Company. As per the provisions of Section 161 of the Act and the Rules made thereunder, Mrs. Sarika Kulkarni holds office up to the date of the forthcoming Annual General Meeting (“AGM”).

Brief profile of Mrs. Sarika Kulkarni:

Mrs. Sarika Kulkarni has **12+ years’** rich experience as a Practicing Company Secretary. She deeply believes that legal compliance is one of the most defining factors to achieve sustainable business growth. To ensure that entrepreneurs & business owners understand & follow the right legal framework, she propagates the **Educate – Comply – Grow (ECG)** approach.

Mrs. Sarika Kulkarni is the Cofounder of **Enviromaa Foundation**. An NGO with a mission to positively impact **1 million women and girls of menstruation age**. It strives to break Taboo associated with menstruation through interactive and immersive trainings & by distributing menstrual cups to promote eco-friendly menstruation.

Mrs. Sarika Kulkarni has given her consent for appointment as an Independent Director of the Company and a declaration to the effect that she meets the criteria of independence as prescribed under Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Requirements) Regulations, 2015 (“the Listing Regulations”), as applicable, and that she is not disqualified from being appointed as a Director of the Company as per the provisions of the Act and the Listing Regulations. Mrs. Sarika Kulkarni is a person of integrity and has relevant skills, experience and expertise in the area of Corporate Laws, Accountancy and Finance and has adequate knowledge of Information Technology or her to be appointed as an Independent Director on the Board of the Company.

Considering the qualifications and experience, the Board recommends the appointment of Mrs. Sarika Kulkarni as an Independent Director for a term of One year from 23<sup>rd</sup> March, 2023. Mrs. Sarika Kulkarni is not related to any Promoter, Director and Key Managerial Personnel of the Company. She will not be liable to retire by rotation during her tenure. The Board recommends the passing of Resolution as set out in Item No. 3 of the Notice as an Ordinary Resolution.

A brief profile of Mrs. Sarika Kulkarni and other information pertaining to her appointment is given below:

Particulars	Mrs. Sarika Kulkarni
Age	35 years
Date of first appointment	23 <sup>rd</sup> March, 2023
Experience	12 plus years
Qualification	Company Secretary
Terms and conditions of appointment	Appointed as an Independent Director for the first term of 1 year from 23 <sup>rd</sup> March, 2023

Remuneration to be paid	Entitled for sitting fees for attending Meetings of Board and Committees
Directorship in other Companies	1. Enviormaa Foundation; 2. Acrow India Limited
Membership/ Chairmanship of Committees of other public limited companies	Acrow India Limited
Relationship with other Directors inter-se and with Key Managerial Personnel of the Company	None
Number of shares held in the Company	Nil

The Directors recommend this resolution for approval of the Members.

None of the Directors and Key Managerial Personnel and their Relatives of the Company except Mrs. Sarika Kulkarni, are in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

By order of the Board of Directors  
For **Paranjape Schemes (Constructions) Limited**

*S. P. Paranjape*



Shrikant Paranjape  
Whole-time Director  
DIN: 00131917  
Date: 15<sup>th</sup> May, 2023  
Place: Mumbai

**FORM NO. MGT-11**  
**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

Name of the Member(s):
Registered Address:
Email Id:
Folio No./Client ID:
DP ID:

I/We, being the Member (s) of ..... shares of the above name Company, hereby appoint:

Name:

Address:

Email ID:

Signature:

Or failing him/her

Name:

Address:

Email ID:

Signature:

Or failing him/her

Name:

Address:

Email ID:

Signature:

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting ("AGM") of the Company, to be held on Monday 29<sup>th</sup> day of May, 2023 at 5.30 p.m. at the registered office of the Company at 1 Somnath, CTS No. 988, Rammandir Road, Vile Parle East, Mumbai, Maharashtra - 400057 and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTIONS
<b>ORDINARY BUSINESSES</b>	
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022 together with reports of Board and Auditor's thereon.
2.	To appoint a director in place of Mr. Shashank Paranjape (DIN: 00131956), Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment.
<b>SPECIAL BUSINESS</b>	
3.	To appoint Mrs. Sarika Kulkarni (DIN: 07141926) as an Independent Director of the Company for a term of 1 (One) year.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Affix  
Revenue  
Stamp

Signature of Shareholder:

Signature of Proxy Holder (s):

**Notes:**

1. The instrument appointing the Proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the AGM.
2. This form of proxy shall be signed by the Member or his duly authorised attorney, or if the Member is a body corporate, it shall be duly sealed and signed by an officer or an attorney. The Proxy Form which is unstamped or inadequately stamped or where the stamp has not been cancelled or is undated or which does not state the name of the Proxy shall not be considered valid.
3. Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of Members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total Share Capital of the Company carrying voting rights. However, a Member holding more than 10% of the total Share Capital of the Company carrying voting rights, may appoint a single person as Proxy and such a person shall not act as Proxy for any other person or Member.
4. The submission by a Member of this form of Proxy will not preclude such Member from attending in person and voting at the Meeting. If both Member and Proxy attend the Meeting, the Proxy shall stand automatically revoked.
5. The form of Proxy confers authority to demand or join in demanding a Poll.

Please complete the slip and hand it over at the entrance of the Meeting hall.

**ANNUAL GENERAL MEETING  
ATTENDANCE SLIP**

I/We hereby record my/our presence at the 35<sup>th</sup> Annual General Meeting (“AGM”) of Paranjape Schemes (Construction) Limited (“the Company”) held on Monday, 29<sup>th</sup> May, 2023 at 5.30 p.m. at the registered office of the Company at 1 Somnath, CTS No. 988, Rammandir Road, Vile Parle East, Mumbai, Maharashtra – 400057.

Folio No/Client ID:

DP ID:

Full Name of the Members in Block Letters :

No. of Shares held :

Name of Proxy Holder (if any) in Block Letters :

Signature of the Members/Proxy/Representative\*

**Note:**

1. Only Member/Authorised Representative/ Proxy Holder can attend the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip.

\* Strike out whichever is not applicable.