



### **NOTICE OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the **39<sup>th</sup> Annual General Meeting** of the members of **Paramount Cosmetics (India) Limited** (“the Company”) will be held on Wednesday, September 25, 2024 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means (“OAVM”) to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2024 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Aartii Topiwaala (DIN: 03487105), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. Sharma & Pagaria (Firm Registration No. 008217S), Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 39th Annual General Meeting of the Company until the conclusion of the 44th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Sharma & Pagaria (Firm Registration No. 008217S), Chartered Accountants, being eligible and willing to act as Auditors and having furnished certificate pursuant to Section 139 of the Companies Act, 2013, be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this (39th) Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company, at a fee upto Rupees 8,00,000/- plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to vary, alter, enhance, or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

**FURTHER RESOLVED THAT** Hiitesh Topiwaalla, Managing Director (DIN: 01603345) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient, or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

**SPECIAL BUSINESS:****4. Appointment of Mr. Mukesh Kumar Tyagi (DIN: 01649644) as Director and also as Independent Director of the Company.**

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

**“RESOLVED THAT** Mr. Mukesh Kumar Tyagi (DIN: 01649644), who was appointed by the Board of Directors, pursuant to the recommendation of Nomination and Remuneration Committee, as an Additional Director of the Company under the category of Independent Director, with effect from 21st May, 2024, under provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, who holds office upto the date of this Annual General Meeting but who is eligible for appointment as Director and in respect of whom the Company has received a notice, in writing, from a Member under Section 160(1) of the Act, signifying his intention to propose the candidature of Mr. Mukesh Kumar Tyagi (DIN: 01649644) for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), Mr. Mukesh Kumar Tyagi (DIN: 01649644), who has submitted a declaration pursuant to Section 149 (7) of the Act that he meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years w.e.f 21st May 2024, whose period of office shall not be liable to determination by retirement of directors by rotation .”

Corporate Office:  
902-904, 9th Floor,  
Prestige Meridian-1,  
29, M. G. Road,  
Bangalore - 560 001

Date: 13th Day of August 2024  
Place: Bangalore

By Order of the Board of Directors  
For **Paramount Cosmetics (India) Limited**

Sd/-

**Hiitesh Topiiwaalla**  
Managing Director  
DIN: 01603345

**NOTES**

1. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively "MCA Circulars"), permitted Companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till September 30, 2023, subject to compliance with various conditions mentioned therein, without the physical presence of the Members at a common venue. Similarly, SEBI vide Circular No. 79 dated May 12, 2020, Circular No. 11 dated January 15, 2021, Circular No. 62 dated May 13, 2022, and Circular No. 4 dated January 5, 2023 granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till September 30, 2023. Further, MCA vide General Circular No. 9/2023 dated September 25, 2023, extended the option to conduct the AGM through VC till September 30, 2024. Similarly, SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till September 30, 2024, subject to certain conditions. In compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 39<sup>th</sup> AGM of your Company is being convened and conducted through VC.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Corporate members intending to send their authorised representative to attend the Annual General Meeting (AGM) are requested to send Certified Copy of the Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19<sup>th</sup> September 2024 to Wednesday, 25<sup>th</sup> September 2024 (both days inclusive), in terms of Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.
5. In accordance with the Companies Act, 2013, one-third of the directors who are liable to retire by rotation, if eligible, offer themselves for re-appointment at the AGM.
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business under Item Number 4 of the Notice of 39<sup>th</sup> AGM is annexed hereto. The relevant details, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM, is also annexed.  
The relevant details, pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 regarding the disclosures to be made in relation to the appointment of Statutory Auditors also forms part of the explanatory statement and annexed hereto as Item Number 3.
7. Members are requested to notify immediately of any change in their address to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form are advised to notify any change in their address to the concerned depository participant.
8. Members are requested to send all correspondence concerning registration of transfers, transmissions,

subdivision, consolidation of Shares or any other Share related matters and/or change in address, furnishing of details of their bank accounts or updation thereof, to Company's Registrar - **BgSE Financials Limited**, Stock Exchange Towers, No. 51, 1st Cross, J. C. Road, Bangalore – 560027. Ph. No. 080 41329661. E-mail: [cs\\_rta@bfsl.co.in](mailto:cs_rta@bfsl.co.in) or [vp-cs\\_rta@bfsl.co.in](mailto:vp-cs_rta@bfsl.co.in)

9. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means (**e-voting & remote e-voting**).
10. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, 18<sup>th</sup> September 2024 (Record Date) i.e. the date prior to the commencement of book closure, are entitled to vote on the resolutions set forth in this notice.
11. Any person who becomes a member of the Company after dispatch of the notice of the Meeting and holding shares as on Wednesday, 18<sup>th</sup> September 2024 (Record Date) may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [compliance.officer@paramount.com](mailto:compliance.officer@paramount.com).
12. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. (IST) on Sunday, 22<sup>nd</sup> September 2024 and will end at 5.00 p.m. (IST) on Tuesday, 24<sup>th</sup> September 2024. The e-voting module shall be disabled by CDSL for voting thereafter.
13. The facility for voting, through ballot paper, will not be made available at the AGM, as the AGM will be held through VC/OAVM means and the members attending the AGM if not cast their votes by remote e-voting, may exercise their right and cast their votes through e-voting at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. Further, the members may note that there are no such matters at this AGM which requires to be passed through Postal Ballot, thereby they may proceed with voting through e-voting / remote e-voting.
14. The Company has appointed M/s Brajesh Gupta & Co. (Mem No. A33070, COP No. 21306), Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

### **PROCEDURE FOR E-VOTING / REMOTE E-VOTING**

#### **CDSL e-Voting System – Remote & Venue Voting Facility**

1. As you are aware, the AGM will be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and various MCA Circulars, Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM

will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to various MCA and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.parammount.com/notices-and-outcome>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various MCA Circulars in this regard.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Sunday, 22<sup>nd</sup> September 2024 at 9:00 a.m. (IST) and will end at 5.00 p.m. (IST) on Tuesday, 24<sup>th</sup> September 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18<sup>th</sup> September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to various SEBI Circulars and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to

listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iv. In terms of SEBI circulars on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance.officer@parammount.com](mailto:compliance.officer@parammount.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views and/or ask questions during the meeting may register themselves as a speaker by sending their request along with their questions/ queries within 5 days from 9<sup>th</sup> September 2024 till 13<sup>th</sup> September 2024 mentioning their name, demat account number/folio number, email id, mobile number at (company's email id). Only those shareholders who have sent their queries within the above stated stipulated time shall be eligible to act as speakers. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance within 5 days from 9<sup>th</sup> September 2024 till 13<sup>th</sup> September 2024 mentioning their name, demat account number/folio number, email id, mobile number at [compliance.officer@paramount.com](mailto:compliance.officer@paramount.com). These queries will be replied to by the company suitably by email. Please note that any queriers or speaker registration shall not be considered before or after the said period.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDS) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call toll free no. 1800 22 55 33.

Corporate Office:  
902-904, 9th Floor,  
Prestige Meridian-1,  
29, M. G. Road,  
Bangalore - 560 001

Date: 13th Day of August 2024  
Place: Bangalore

By Order of the Board of Directors  
For **Paramount Cosmetics (India) Limited**

Sd/-

**Hiitesh Topiiwaalla**  
Managing Director  
DIN: 01603345

**“ANNEXURE A” TO NOTICE**

Details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	Details	Details
Name of Director	Mrs. Aartii Topiwaala	Mr. Mukesh Kumar Tyagi
DIN	03487105	01649644
Date of Birth	18.07.1972	01.02.1965
Age	52 years	59 years
Date of Appointment	14.02.2018	21.05.2024
Qualification	B. Com	Chartered Accountant
Expertise in specific functional Area	Rich Experience of more than 25 years in Fashion Design Industry.	Mr. Tyagi has rich experience in almost every field of Industry and Commerce like Direct and Indirect Taxation, Auditing, Corporate Finance, Company Law, Trusts, Business Transformations, FEMA, and Systems Development Activities.
Shareholding in the Company	2600 Equity shares of INR 10/- each.	Nil
Relationship with Other Directors	Wife of Mr. Hiitesh Topiwaalla	Not Applicable
List of Companies in which Directorship held (including this Company)	Farmous Foods Private Limited Paramount Personal Care Private Limited Paramount Kum Kum Pvt Ltd Parcos Brands Investment Private Limited Parcos Brands Private Limited Paramount Cosmetics (India) Limited	Kooud Software Private Limited Piterion India Private Limited Pumec Consultants Private Limited Prime Cfo Management Private Limited Zephir Rail Equipment Private Limited Paramount Cosmetics (India) Limited
List of Chairmanship/ Membership of the Committees of Board of Public Companies as on March 31, 2024 (including this Listed Entity)	Paramount Cosmetics (India) Limited: Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee – Member	As on March 31, 2024 – Nil As on May 21, 2024 Paramount Cosmetics (India) Limited: Audit Committee – Chairman Nomination and Remuneration Committee – Chairman Stakeholders Relationship Committee – Member

Corporate Office:  
902-904, 9th Floor,  
Prestige Meridian-1,  
29, M. G. Road,  
Bangalore - 560 001

Date: 13th Day of August 2024  
Place: Bangalore

By Order of the Board of Directors  
For **Paramount Cosmetics (India) Limited**

Sd/-

**Hiitesh Topiwaalla**  
Managing Director  
DIN: 01603345

**STATEMENT TO THE NOTICE (Refer Note 6)****Item No. 3**

The Members of the Company at the 34th Annual General Meeting held on September 30, 2019, approved the appointment of M/s PARY & Co., Chartered Accountants (Firm Registration No. 007288C) as the Statutory Auditors of the Company to hold office from the conclusion of the said 34th AGM until the conclusion of 39th AGM ("this AGM"). Since the tenure of 10 years (two terms of five consecutive years) of M/s. PARY & Co., Chartered Accountants (Firm Registration No. 007288C), the present Statutory Auditors of the Company expires at this Annual General Meeting of the Company, the Company is required to appoint a new Statutory Auditor.

The Board of Directors of the Company (the "Board") at its meeting held on May 23, 2024, based on the recommendations of the Audit Committee, have recommended the appointment of M/s. Sharma & Pagaria (Firm Registration No. 008217S), Chartered Accountants in terms of Section 139 of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (as amended) from time to time.

M/s. Sharma & Pagaria (Firm Registration No. 008217S), Chartered Accountants have consented to the proposed appointment and have confirmed their eligibility for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

Further, the Board, on recommendation of the Audit Committee, at its meeting held on 23rd May 2024, had considered, and approved the remuneration upto Rs. 8,00,000/- plus taxes from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Director in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment.

Accordingly, consent of the members is sought, pursuant to provisions of Section 142 of the Companies Act, 2013, for passing an Ordinary Resolution as set out at Ordinary Business under Item No. 3 of the Notice.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financial or otherwise in the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Business does not relate to or affects any other company (financially or otherwise).

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

- A. Proposed fees payable to the Statutory Auditor(s): upto Rs. 8,00,000/- plus taxes from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting plus taxes as applicable, as also reimbursement of actual travel and out of pocket expenses incurred incidental to their functions and fixation of remuneration for the relevant period by the Board of Directors in recommendation of the Audit Committee in each of the subsequent years during the aforesaid term of their appointment."
- B. Terms of appointment: Appointment as Statutory Auditors of the Company from the conclusion of 39th AGM for a period of 5 (five) consecutive years till the conclusion of the 44th

AGM of the Company, to carry out Audit of the Financial Statements (Standalone), Annual Financial Results, Limited Review of the Unaudited Quarterly Financial Results, etc., of the Company.

- C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: There is no material change in the fee payable to M/s. PARY & Co., (Firm Registration No. 007288C), Chartered Accountants, Bangalore from that of M/s. Sharma & Pagaria (Firm Registration No. 008217S), Chartered Accountants. The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendation of the Audit Committee which peruses the industry benchmarks in general, profile of the firm, scope of audit and other relevant factors.
- D. Basis of recommendation for appointment: The Board of Directors and the Audit Committee, at their respective meetings held on May 23, 2024, have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience in the retail industry, market standing of the firm, clientele served, technical knowledge, governance standards, etc., and found M/s. Sharma & Pagaria (Firm Registration No. 008217S), Chartered Accountants suitable for this appointment and accordingly, recommend the same.
- E. Credentials of the Statutory Auditor proposed to be appointed: M/s. Sharma & Pagaria (Firm Registration No. 008217S), Chartered Accountants is a well-known Chartered Accountancy Firm, established in the year 1966. They offer a bouquet of services including assurance, advisory, and consultancy services to a large client base. The services offered by them ensure that the diverse needs of clients are met through well-organized, efficient, and precise means. Their services are widely appreciated by clients for reliability and desired results. They are a team of Chartered Accountants with diverse disciplines – Tax Specialists, Audit Experts, Financial Experts, Market Research Analysts, Financial Research & Management Consultants. We have in-depth experience in providing valuable insights and innovative solutions through investment and financial engineering solutions for clients to maximize business and investment value.

#### **Item No.4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Mukesh Kumar Tyagi (DIN: 01649644) as an Additional Director of the Company, in the recommended category “Independent Director”, with effect from 21st May 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company.

As an additional director, Mr. Mukesh Kumar Tyagi (DIN: 01649644) will hold office only upto the date of this Annual General Meeting and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Companies Act, received, in writing, a notice from a member, proposing his candidature for the office of Director.

Mr. Mukesh Kumar Tyagi (DIN: 01649644) has also given declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and has also given his consent to act as Director.

Mr. Tyagi, a 1992 batch fellow member of The Institute of Chartered Accountants of India, is the founder member of M K TYAGI & CO., abbreviated as MKT. Prior to starting his practice, he was associated with reputed industries and management consultants at senior positions. Since over the decade, Mr. Tyagi has obtained rich experience in almost every field of Industry and Commerce like Direct and Indirect Taxation, Auditing, Corporate Finance, Company Law, Trusts, Business Transformations, FEMA, and Systems Development Activities. He handles all complex

problems in above areas with equal ease, but his core competency lies in understanding the client's requirement and providing value addition management consultancy services by Transformation of Business and in Setting up New Industry.

The Board is of the opinion that he is a person of integrity, possesses the relevant expertise/experience and also fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Director and is independent of the management and that his induction into the Board will be of benefit to the Company and that it will lend an independent and fair view to the decision making process.

Mr. Mukesh Kumar Tyagi (DIN: 01649644) is not related to any other Director of the Company. A brief profile of Mukesh Kumar Tyagi (DIN: 01649644), including nature of expertise, is provided in the annexure to the Notice, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Given his experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have Mukesh Kumar Tyagi (DIN: 01649644) on the Board of Directors of the Company and accordingly recommends the appointment of Mr. Mukesh Kumar Tyagi (DIN: 01649644) as Independent Director of the Company for a period of five (5) consecutive years, w.e.f 21<sup>st</sup> May 2024, whose period of office shall not be liable to determination by retirement of directors by rotation, as proposed in the resolution no. 4 of the Notice convening the Annual General Meeting, for approval by members.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members, at the Registered Office of the Company, between 10:00 am (IST) to 1:00 pm (IST) on any working day except Saturday upto the date of meeting.

The consent of the members is sought by way of an Ordinary Resolution as set out at Special Business under Item No. 4 of the accompanying Notice convening the Annual General Meeting.

Save and except Mukesh Kumar Tyagi (DIN: 01649644), none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financial or otherwise).

Corporate Office:  
902-904, 9th Floor,  
Prestige Meridian-1,  
29, M. G. Road,  
Bangalore - 560 001

Date: 13th Day of August 2024  
Place: Bangalore

By Order of the Board of Directors  
For **Paramount Cosmetics (India) Limited**

Sd/-

**Hiitesh Topiiwaalla**  
Managing Director  
DIN: 01603345