

NOTICE

NOTICE IS HERE BY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING OF PARIN FURNITURE LIMITED (FORMERLY PARIN FURNITURE PRIVATE LIMITED) WILL BE HELD ON MONDAY, 16TH DAY OF SEPTEMBER, 2019 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 6, REVENUE SURVEY NO.149, NATIONAL HIGHWAY AT. VAVDI, GONDAL ROAD RAJKOT 360004 GUJARAT TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY (INCLUDING AUDITED CONSOLIDATED FINANCIAL STATEMENTS) FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS' AND AUDITORS THEREON.
2. TO APPOINT A DIRECTOR IN PLACE OF MR. UMESH NANDANI (DIN: 00039757) WHO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

SPECIAL BUSINESS:

3. TO APPROVE THE TERM OF APPOINTMENT INCLUDING REMUNERATION OF MR. PARIN UMESHBHAI NANDANI (DIN - 02343309) AS WHOLE TIME DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, approval of the members of the company be and is hereby accorded to Board of Directors for the appointment made of Mr. Parin Umeshbhai Nandani as the Whole-Time Director of the Company for a period of five years with effect from 10th June, 2019 to 09th June, 2024, who is liable to retire by rotation and upon the terms and conditions including remuneration as set out below and with the authority to the Board of directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as the Board may deem fit and which shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

The details of remuneration payable to Mr. Parin Umesh Nandani (DIN: 02343309) and the terms and conditions of the appointment are given below:

I. Remuneration:

Rs. 1,50,000/- (Rupees One Lac Fifty Thousand) per month subject to revision from time to time.

II. Perquisites:

1. **Medical Re-imburement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, and nursing charges and domiciliary charges for self and for family.
2. **Leave Travel Concession:** For self and family every year incurred in accordance with the rules of the Company.

3. **Club Fees:** Fees of clubs, subject to a maximum of two clubs.
4. **Personal Accident Insurance/Group Life Insurance:** Premium to be paid by company.
5. **Provident Fund/Pension:** Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
6. **Use of Car with Driver:** The Company shall provide a car with driver for business use. In addition, the Company shall also reimburse running and maintenance expenses of car owned by, or leased/ rented to, the Whole Time Director for business use.

III. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Whole Time Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him By the Board of Directors from time to time.

IV. Termination:

Whole Time Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting.

V. Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole Time Director, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. Parin Umeshbhai Nandani.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed."

"**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution."

4. **TO AUTHORIZE BOARD TO EXERCISE POWER UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

"**RESOLVED THAT** Pursuant to Provision of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Consent of the Members be and is hereby accorded to hypothecate/mortgage and/or create charges and/or encumbrances by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a fixed/floating charge on all or any part of movable and/or immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, for securing any loan obtained or as may be obtained from time to time from any Banks, financial institution and any others upto Rs. 10,00,00,00,000(Rupees One Thousand Crores)."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as it may think fit and deemed proper for the benefit of the Company and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

5. TO AUTHORIZE BOARD TO BORROW IN EXCESS OF AGGREGATE OF THE PAID-UP CAPITAL OF THE COMPANY AND ITS FREE RESERVES, UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to provision of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) and which may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 10,00,00,00,000(Rupees One Thousand Crores).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and deemed proper for the benefit of the Company and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

6. AUTHORITY FOR GIVING CORPORATE GUARANTEE TO SUBSIDIARY COMPANY UNDER SECTION 185 OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION :

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 and as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be and is hereby accorded for giving guarantee(s), and/or providing of security(ies) in connection with Loan availed/ to be availed by PEARL FURNITURE PRIVATE LIMITED(CIN: U36100GJ2013PTC073483), a Subsidiary Company of Rs. 9.30 Crores from STATE BANK OF INDIA.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

7. TO AUTHORIZE BOARD TO PROVIDE LOAN/GUARANTEE & MAKING INVESTMENT IN EXCESS OF LIMIT PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION :

“RESOLVED THAT Pursuant to provision of section 186 of the Companies Act, 2013 and any other applicable provision of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and any other provisions of Companies Act, 2013, if applicable, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for giving loan to any other person or other body corporate whether in India or in any other country and for giving guarantees or provide security in connection with the loan to any other body corporate or person whether in India or in any other country and for making investment in any other bodies corporate or any other entities whether in India or in any other country up to Rs. 10,00,00,00,000(Rupees One Thousand Crores), notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given exceeds the limits prescribed under Section 186 of the Companies Act, 2013.”



“**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to finalize, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate for the giving effect to the aforesaid resolution.”

**for and on behalf of
Parin Furniture Limited**

Sd/-

Date: 10th August 2019

Place : Rajkot

**Umesh Dhirajlal Nandani
Chairman & Managing Director
(DIN:00039757)**

Notes :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for Item No. 3 to 7, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) is also annexed as Annexure – I to this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, Trust, society etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 6.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
7. The notice of AGM along with Annual Report for 2018-19 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.



8. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
9. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
10. This notice along with Annual Report for 2018-19 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of 9th August, 2019.
11. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
12. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website: www.parinfurniture.com. Kindly bring your copy of Annual Report to the meeting.
13. Rule 3 of the Companies (Management and Administration) Rules, 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.
15. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.
16. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date i.e. atleast 10 days before the Meeting, so as to enable the Management to keep the information ready at the AGM.
18. A route map showing direction to reach the venue of the 13th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
19. The books (Register of members) will remain close from 10.09.2019 to 16.09.2019 (Both Days inclusive) for the purpose of 13th Annual General Meeting of the Company.
20. Pursuant to provision of section 139 of the Companies Act, 2013, in 12th Annual General Meeting convened on 8th September, 2018, Members have ratified the appointment of M/s. Bhavin Associates, (FRN: 101383W), Chartered Accountants as Statutory Auditor of the Company to hold office till the conclusion of Annual General Meeting of the Financial year 2019-20. Accordingly, no resolution is being proposed for appointment/ re-appointment of statutory auditors at this 13th AGM.
21. Voting system:

Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.



- A Proxy cannot vote on a show of hands.
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- The Members of the Company holding shares on the “cut-off date” of 9th September,2019 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The results of the voting will be placed by the Company on its website <http://www.parinfurniture.com/>. within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

**For and on Behalf of
Parin Furniture Limited**

Sd/-

**Date: 10th August,2019
Place : Rajkot**

**Umesh Dhirajlal Nandani
Chairman & Managing Director
(DIN:00039757)**

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

The following Explanatory Statement sets out all material facts relating to the special business:

Item No. 3

The Board of directors of the Company at their meeting held on 10th June, 2019 has appointed Mr. Parin Umesh Nandani(DIN: 02343309) as the Whole-Time Director of the Company for a period of five years effective from 10th June, 2019 on the terms and conditions including remuneration as specified in the Special resolution at Item No.3.

Pursuant to provision of section 196(4) of the Companies Act, 2013 the terms and conditions of appointment and remuneration of Whole-Time Director approved by the Board of Directors is required to be approved by a resolution at the next general meeting of the members of the company and as such the Resolution as at Item No. 3 of the Notice is therefore set out as Special Resolution for approval and ratification by the Members.

None of the directors, their relatives and Key Managerial Personnel of the Company except Mr. Parin Umesh Nandani, Whole Time Director are concerned or interested financially or otherwise in the resolution set out at Item No 3.

Your Directors recommend the resolution as at Item No 3 for your approval and to be passed as Special Resolution.

Item No. 4

For securing any loan obtained or as may be obtained from time to time from any Banks, financial institution, Company will require to Hypothecate/mortgages and/or create charges and/or encumbrances in such form and manner and with such ranking and at such time(s) and on such terms on all or any part of the movable and/or immovable properties of the Company wherever situate both present and future, and/or create a fixed/floating charge on all or any part of movable and/or immovable properties of the Company and the whole or any part of the undertaking(s) of the Company.

The above power can be exercised by the Board with the approval of members of the Company pursuant to section 180(1)(a) of the Companies Act, 2013 and as such your Directors for availing approval to hypothecate/mortgage and/or to create charges and/or encumbrances by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situate both present and future, and/or create a fixed/floating charge on all or any part of movable and/or immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, for securing any loan obtained or as may be obtained from time to time from any Banks, financial institution and any others upto Rs. 10,00,00,00,000(Rupees One Thousand Crores), recommends the resolution set out at Item No. 4 to be passed as Special Resolution.

None of the directors, their relatives and Key Managerial Personnel of the Company are concerned or interested financially or otherwise in the resolution set out at Item No 4.

Your Directors recommend the resolution as at Item No 4for your approval and to be passed as Special Resolution.

Item No. 5

Taking into consideration the requirement of additional financial resources for carrying the business activities, Company will require to borrow funds from Banks, Financial Institution and any other Sources from time to time and the moneys to be borrowed by the Company may exceed the aggregate of paid-up capital and its free reserves. Pursuant to provision of section 180(1)(c), Board can exercise power to borrow money exceeding the Paid-Up Capital and its free reserves only after approval of Members by way of passing of Special Resolution and as such aforesaid Special Resolution is put up before the Members for their consent to borrow amount exceeding the aggregate of Paid-up Capital and its free Reserves uptoRs. 10,00,00,00,000(Rupees One Thousand Crores).

None of the directors, their relatives and Key Managerial Personnel of the Company are concerned or interested financially or otherwise in the resolution set out at Item No 5.

Your Directors recommends the resolution at Item No. 5 to be passed as Special Resolution.

Item No. 6

PEARL FURNITURE PRIVATE LIMITED(CIN: U36100GJ2013PTC073483), a subsidiary Company has availed various Credit Facilities upto Rs. 9.30 Crores from STATE BANK OF INDIA and the subsidiary company has requested to provide Corporate Guarantee for the said below mentioned various credit facilities:

Sr No	Facility	Limit (Amt. in Rs. In Crores)	Margin	Details of Primary Security	Rate of Interest	Purpose
A) FUND BASED LIMITS:						
1	Cash Credit	5.50	Raw Materials (imported/Indigenous), Semi Finished Goods, Finished Goods – 25% Domestic Receivables 90 days- 35%	Hypothecation of Companies entire current assets including stock of raw material, stock in progress finish goods, spares etc. Bills/Book Debts/Receivables and other current Assets.	10.75%	For business Use
2	Term Loan	1.80	25%		10.95%	
Total of Fund Based Limits		7.30	--		--	
B) NON-FUND BASED LIMITS:						
1	Letter of Credit(Inland/Foreign)	1.00	Cash Margin-20%	Hypothecation charge of all existing and future fixed assets of Company.	--	
2	Bank Guarantee	1.00	Cash Margin-20%		--	
Total of Non- Fund Based Limits		2.00	--		--	
Total Limits		9.30	--		--	

PEARL FURNITURE PRIVATE LIMITED, is carrying on the business of manufacture, sell, purchase, import, export all types of furniture, fixtures, wooden products, articles for various use and Company intends to avail all aforesaid credit facilities for their principal business activity.

Your Director intends to avail consent of the members of the Company to give guarantee or to provide security to its subsidiary Company i.e. PEARL FURNITURE PRIVATE LIMITED for the aforesaid Credit facilities of Rs. 9.30 Crores, pursuant to provision of section 185 of the Companies Act, 2013 and accordingly the Special Resolution as set out at Item No. 6 is put before the Members for approval.

The documents pertaining to the Agenda i.e Sanction letter and other related documents are available for inspection at the corporate office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the annual general meeting.

None of the directors, their relatives and Key Managerial Personnel of the Company are concerned or interested financially or otherwise in the resolution set out at Item No.6.

Your Directors recommends the resolution at Item No. 6for your approval and to be passed as Special Resolution.

Item No. 7

The Board has proposed to avail consent for making investment, giving loans or to provide guarantee or security to any other person or Bodies Corporate or any other entity upto Rs. 10,00,00,00,000(Rupees One Thousand Crores). As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make investment, give loans or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) one Hundred per cent of its free reserves and securities premium account, whichever is more, only with the approval of members by passing special resolution at the general meeting of the Company.

Hence, the Board recommend the special resolution at Item No.7 to Increase the Limit under section 186 of the Companies Act, 2013 for the approval of Members.

None of the directors, their relatives and Key Managerial Personnel of the Company are concerned or interested financially or otherwise in the resolution set out at Item No 7.

Your Directors recommends the resolution at Item No. 7 to be passed as Special Resolution.



ANNEXURE- I

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT
13TH ANNUAL GENERAL MEETING**

Name of Director	MR. UMESH NANDANI	MR. PARIN U. NANDANI
Date of Birth	21/05/1966	08/04/1990
Age	53	29
Date of Appointment on the Board of Company	12/09/2006 19.04.2018 - Appointed as CMD	03/03/2018
Education Qualification	12th	F.Y. B.B.A
Relationship with other KMPs, Directors etc.	As prescribed in Board's Report	As prescribed in Board's Report
Shareholding In Company	No. of Shares - 913120 (8.21%)	No. of Shares - 1342280 (12.07%)
Experience (in years)	35 years	7 years
Area of Expertise	Management & Administration	Business Development and Sales
Directorship in other public company	NIL	Pearl Furniture Pvt. Ltd
Membership in Committee of other Public Company	NIL	NIL

**For and on Behalf of
Parin Furniture Limited**

Sd/-

Date: 10th August, 2019

Place : Rajkot

**Umesh Dhirajlal Nandani
Chairman & Managing Director
(DIN:00039757)**

PARIN FURNITURE LIMITED

(Previously known as Parin Furniture Private Limited)CIN: U36101GJ2006PLC049074

Registered office Address: Plot No. 6, Revenue Survey No.149, National Highway at. Vavdi, Gondal Road Rajkot.

Website :www.Parinfurniture.Com Phone: 0281 - 330077 E Mail :Info@Parinfurniture.Com

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:
E-mail Id: Folio No/Client Id: DPID

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1. Name:_____ Address _____
Mail ID _____ Signature:....., or failing him

2. Name:_____ Address _____
Mail ID _____ Signature:....., or failing him

3. Name:_____ Address _____
Mail ID _____ Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual general meeting of the company, to be held on the 16th day of September, 2019 At 11:00 a.m. at the Registered office of the company situated at plot no. 6, Revenue Survey no.149, National Highway at. Vavdi, Gondal Road, Rajkot 360004, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

*I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Business	Resolution	For	Against
1.	Ordinary	To receive, Consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	Ordinary	To appoint a director in place of Mr. Umesh Nandani (DIN: 00039757) who retire by rotation and being eligible, offers himself for re-appointment .		
3.	Special	To approve the term of appoint including Remuneration of Mr. Parin Umeshbhai Nandani (DIN - 2343309) as Whole Time Director of the Company		
4.	Special	To authorize Board to exercise power under section 180(1)(a) of the companies act, 2013.		
5.	Special	To Authorize board to borrow in exceed of aggregate of the paid-up capital of the company and its free reserves, under section 180(1)(c) of the companies act, 2013.		
6.	Special	Authority for giving corporate guarantee to subsidiary company under Section 185 of the companies act, 2013		
7.	Special	To authorize board to provide loan/guarantee & making investment in excess of limit prescribed under section 186 of the companies act, 2013.		

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
stamp of
Re. 1

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting
2. Proxy need not to be member of Company.
3. *It is optional to indicate your preference. If you leave the 'For' or 'Against' blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

PARIN FURNITURE LIMITED

(Previously known as Parin Furniture Private Limited)CIN: U36101GJ2006PLC049074

Registered office Address: Plot No. 6,Revenue Survey No.149, National Highway at. Vavdi, Gondal Road Rajkot.

Website :www.Parinfurniture.Com Phone: 0281 - 330077 E Mail :Info@Parinfurniture.Com

ATTENDANCE SLIP

13th Annual General Meeting of Parin Furniture Limited to be held on 16th September, 2019

*DP ID _____	*Client ID _____
No. of shares held _____	Regd. Folio No. _____

Full Name of Shareholder _____ Name of Proxy _____

Address of Shareholder _____

I/We hereby record my presence at the **13th ANNUAL GENERAL MEETING** of the Company at the Registered office of the company situated at plot no. 6,Revenue Survey no.149, National Highway at. Vavdi, Gondal Road Rajkot 360004 Gujarat on **16th September, 2019 at 11:00 A.M**

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
 2. * Applicable for investors holding shares in electronic form.
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ROUTE MAP OF VENUE FOR 13TH ANNUAL GENERAL MEETING

