

REFERENCE INFORMATION

BOARD OF DIRECTORS

Mr. Harshad Jivabhai Patel	Non Executive Independent Director
Ms. Usha Ashok kumar Jain	Non Executive Director
Mr. Harikishan Chunilal Panpaliya	Non Executive Independent Director
Mr. Anil Kumar Ghanshyamdas Bansal	Non Executive Independent Director
Mr. Ashok Raghubirsingh Jain	Managing Director
<i>*Resigned on 08.03.2018</i>	
Mr. Chetankumar Manubhai Sharma	Additional Director
<i>Appointed on 19.06.2018</i>	<i>(Category- Non Executive Independent Director)</i>
Mr. Deepak Kishorchandra Vaidya	Additional Director
<i>Appointed on 06.08.2018</i>	<i>(Category- Executive Director)</i>

KEY MANAGERIAL PERSONNEL

Mr. Deepak Kishorchandra Vaidya	Chief Financial Officer
<i>*Appointed on 19.06.2018</i>	
Mr. Prashant Pratap Singh	Company Secretary & Compliance Officer
<i>*Appointed on 19.06.2018 & Resigned on 06.08.2018</i>	
Mr. Gagandeep	Company Secretary & Compliance Officer
<i>*Appointed on 06.08.2018</i>	

AUDIT COMMITTEE

Mr. Anil Kumar Ghanshyamdas Bansal	Chairperson
Mr. Harikishan Chunilal Panpaliya	Member
Mr. Chetankumar Manubhai Sharma	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Harikishan Chunilal Panpaliya	Chairperson
Mr. Anil Kumar Ghanshyamdas Bansal	Member
Ms. Usha Ashokkumar Jain	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Anil Kumar Ghanshyamdas Bansal

Chairperson

Mr. Harikishan Chunilal Panpaliya

Member

SECRETARIAL AUDITOR

M/s. M.D. Baid & Associates,

Company Secretaries

Add: 2005-A, Rathi Palace,

Lift No. 5, Ring Road,

Surat-395002

STATUTORY AUDITOR

RMR & Co.,

Chartered Accountants,

B-203, Shrihari Park,

Near Centre Point Building,

Sagrampura, Surat-395002

INTERNAL AUDITOR

Mr. Kailash Dan Charan

REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PRIVATE LIMITED

E/2 & 3, Ansa Industrial Estate,

Saki Vihar road, Saki Naka,

Andheri (East), Mumbai-400072,

Maharashtra.

CIN

L17110GJ1991PLC015254

REGISTERED OFFICE

1st Floor, Dhamanwala Complex, Opp. Apple

Hospital, Khatodara Road, Udhana, Surat -
395002, Gujarat

SHARES LISTED AT

BSE Ltd.

National Stock Exchange of India Limited

The Calcutta Stock Exchange Limited

BANKERS

STATE BANK OF INDIA

1st Floor Kiran Chambers
Opp. J.K. Tower
Ring Road, Surat – 395002

ICICI BANK LIMITED

HG 1,2 Platinum Plaza,
Opp. V.T. Chokshi College,
Atwalines,
Parle Point,
Surat - 395007

E-MAIL

finance@paraspetrofilms.com

WEBSITE

www.paraspetrofilms.co.in

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NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of **Paras Petrofils Limited** will be held on **Friday, September 28, 2018 at 01:00 P.M.** at **1st Floor Dhamanwala Complex, Opp. Apple Hospital, Khatodara Road, Udhana, Surat – 395002, Gujarat** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on **31st March, 2018** together with the reports of the Auditor's and Directors' thereon
2. To appoint a Director in place of **Ms. Usha Ashokkumar Jain (DIN: 01545905)**, who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. CHETANKUMAR MANUBHAI SHARMA (DIN: 08159657) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Chetankumar Manubhai Sharma (DIN 08159657)**, be and is hereby appointed as Non-Executive Independent Director of the Company, who is eligible to be so appointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 to hold office for a period of **Five consecutive years i.e. with effect from 28th September, 2018 to 27th September, 2023;**

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as is necessary to give effect to the said resolution.”

4. **APPOINTMENT OF MR. DEEPAK KISHORCHANDRA VAIDYA AS WHOLE TIME DIRECTOR**

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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to appoint **Mr. Deepak Kishorchandra Vaidya, (DIN: 08201304)** as a **Whole Time Director** of the Company for a period of **Five years with effect from 28th September, 2018 to 27th September, 2023**, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and **Mr. Deepak Kishorchandra Vaidya**, provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as is necessary to give effect to the said resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR PARAS PETROFILS LIMITED**

**Sd/-
(Usha Ashokkumar Jain)
Director
(DIN:01545905)**

**Date: 14.08.2018
Place: Surat**

**Add: 1st Floor Dhamanwala Complex,
Opp. Apple Hospital, Khatodara Road,
Udhana, Surat – 395002, Gujarat**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the **Special Business** to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in aggregate **not more than ten percent of the total share capital** of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting of the Company.
5. Brief details of Directors seeking re-appointment / appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
6. The Register of Members and Share Transfer Books will remain closed from **Sunday, September 23, 2018 to Friday, September 28, 2018.**
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8. a) The members who are holding shares in physical form, if any are requested to intimate any change in their given address with pin code immediately either to the

Company or to its Registrar & Share Transfer Agent (RTA) promptly.

b) The members who are holding shares in demat form are requested to intimate any change, if made in their address with pin code immediately to their Depository Participants.

9. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available with the Company; and through other modes of service where email addresses have not been registered with the Company. Accordingly, members of the Company are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent.
10. The shares of the Company at presently listed on **National Stock Exchange of India Ltd., BSE Limited & The Calcutta Stock Exchange Limited**.
11. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **Central Depository Services (India) Limited ("CDSL")**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.
12. The Board of Directors of the company has appointed **Mr. Mohan D Baid, Practicing Company Secretary**, as Scrutinizer for conducting the e-voting process for the Annual

General Meeting in a fair and transparent manner.

13. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **“Consolidated Scrutinizer’s Report”** and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company and on the website of Stock Exchanges. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
14. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting.
15. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

16. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off date i.e. September 22, 2018.**
17. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting of the Company.
19. The **Instructions for shareholders voting electronically are as under:**

Date and Time of commencement of e-voting	Tuesday, September 25, 2018 From 09:00 A.M.
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Date and Time of Conclusion of e-voting	Thursday, September 27, 2018 Till 05:00 P.M
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- i. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should log on to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: **16digitsbeneficiaryID,**
 - b) For Shareholders holding Demat Account with NSDL: **8 Character DP ID followedby8 Digits Client ID,**
 - c) Members holding shares in Physical Form, if any should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user then follow the steps given below: