

37<sup>th</sup>  
**2020-21**  
ANNUAL REPORT



**PARENTERAL DRUGS  
(INDIA) LIMITED**



1

2

3

4

5

6

7

8

9

10

11

12

13

14

15

# Content

## Corporate Overview

### Company Information

02

## Statutory Report

### Notice of Annual General Meeting

03

### Board Report

13

### Annexure to the Board Report

17

### Management Discussion and Analysis Report

23

### Report on Corporate Governance

25

### Auditor's Certificate on Corporate Governance

35

### Certificate from Managing Director

36

## Financial Statements

### Independent Auditor's Report

37

### Balance Sheet

42

### Profit and Loss Statement

43

### Statement of Changes in Equity (SOCIE)

44

### Cash Flow Statement

45

### Notes to Financial Statement

46

### Independent Auditor's Report on Consolidated Financial Statement

88

### Consolidated Balance Sheet

91

### Consolidated Profit & Loss Statement

92

### Consolidate Statement of Changes in Equity (SOCIE)

93

### Consolidated Cash Flow Statement

94

### Notes to Consolidated Financial Statement

95

### Statement of Subsidiary Companies

133

# Company Information

## Board of Directors

### Executive Directors

**Shri Vinod Kumar Gupta**  
Managing Director and Chief Financial Officer

**Shri Govind Das Garg**  
Whole-Time Director

### Registered Office

340, Laxmi Plaza, Laxmi Industrial Estate,  
New Link Road, Andheri (West),  
Mumbai-400 053 (Maharashtra)  
e-mail: pdpl@pdindia.com  
website: www.pdindia.com

### Non-Executive Directors

**Shri Manohar Lal Gupta**  
Chairman

**Shri Anil Mittal**  
Director

**Shri Dharam Pal Khanna**  
Independent Director

**Shri Dilip Kumar Sinha**  
Independent Director

**Smt. Deepali Garhewal**  
Independent Director

**Shri Manish Verma**  
Independent Director

### Corporate Office & Investors Grievances Centre

Shree Ganesh Chambers,  
Navlakha Crossing, A. B. Road,  
Indore-452 001 (Madhya Pradesh)  
e-mail: investor@pdindia.com

### Auditors

M/s. Singhal Jain & Co.  
Chartered Accountants,  
A-18, Indrapuri Colony, Lal Kothi,  
Tonk Road, Jaipur-302006 (Rajasthan)

### Bankers

State Bank of India  
Punjab National Bank

### Company Secretary & Compliance Officer

**Ms. Suruchi Maheshwari**

### Manufacturing Locations

**Madhya Pradesh**  
Village: Panwa,  
Tehsil: Kasrawad,  
Dist.: Khargone-451 228  
(M.P.) India

**Himachal Pradesh**  
Village: Bhud,  
Tehsil: Nalagarh,  
Dist.: Solan-173 205  
(H.P.) India

### Registrar and Share Transfer Agent

Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai-400 083  
Tel. No.: 022 - 49186270  
Fax No.: 022 - 49186060  
e-mail: rint.helpdesk@linkintime.co.in

## NOTICE

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting ('AGM') of the members of **Parenteral Drugs (India) Limited** will be held on Friday, the 24<sup>th</sup> day of September, 2021 at 9:30 A.M. IST through Video Conferencing ('VC') to transact the following businesses:-

### ORDINARY BUSINESS

1. **a. To consider, approve and adopt the Audited Standalone Financial Statements and report of the Board of Directors and Auditors thereon for the year ending 31<sup>st</sup> March, 2021**

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

**"RESOLVED THAT** pursuant to the provisions of section 129 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, Audited Financial Statements for the year ending 31<sup>st</sup> March, 2021, on Standalone basis and the report of the Board of Directors' and Auditors' thereon, as circulated to the members through mail, be and are hereby approved and adopted;

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to perform all such acts, execute all such deeds, do all such matters and things as may be necessary to give effect to this resolution."

- b. To consider, approve and adopt the Audited Consolidated Financial Statements and Auditors' Report thereon for the year ending 31<sup>st</sup> March, 2021**

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

**"RESOLVED THAT** pursuant to provisions of section 129 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, Audited Financial Statements for the year ending 31<sup>st</sup> March, 2021, on Consolidated basis and the report of the Auditors' thereon, as circulated to the members through mail, be and are hereby approved and adopted;

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to perform all such acts, execute all such deeds, do all such matters and things as may be necessary to give effect to this resolution."

2. **To re-appoint Shri Govind Das Garg (DIN: 00520067), Whole Time Director of the company, who is liable to retire by rotation and being eligible offers himself for re-appointment:**

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

**"RESOLVED THAT** pursuant to the provision of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of Members of the Company be and is hereby accorded to re-appoint Shri Govind Das Garg (DIN:00520067) as whole time director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** Board of Directors of the Company, be and are hereby authorized to perform all such acts, execute all such deeds, do all such matters and things as may be necessary to give effect to this resolution."

### SPECIAL BUSINESS

#### ITEM NO. 3

#### AUTHORITY TO ENTER INTO CONTRACTS/ARRANGEMENTS WITH RELATED PARTY

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

**"RESOLVED THAT** pursuant to provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to enter into loan license arrangements and any other contracts/arrangements for production, sale, purchase or supply of any goods or materials, finished goods, job work and availing or rendering of any services to/from M/s. Infutec Healthcare Limited, a related party, for an aggregate amount not exceeding Rs. 36,00,00,000/- (Rupees Thirty Six Crores Only) for the period commencing from 1<sup>st</sup> October, 2021 till 31<sup>st</sup> March, 2022;

**RESOLVED FURTHER THAT** for the period commencing from 01<sup>st</sup> April, 2022 till 30<sup>th</sup> September, 2022, the Board of Directors of the company shall be empowered to enter into related party transaction(s) with M/s. Infutec Healthcare Limited for an aggregate amount not exceeding Rs. 36,00,00,000/- (Rupees Thirty Six Crores Only);

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do or cause to be done all such acts, matters, deeds or things as they may in their discretion deem fit, required or considered necessary or incidental thereto, for giving effect to this resolution."

#### ITEM NO. 4

##### **RE-APPOINTMENT OF SHRIVINOD KUMAR GUPTA (DIN: 00039145) AS MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provision of sections 152,196,197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of members of the Company be and is hereby accorded to re-appoint Shri Vinod Kumar Gupta (DIN: 00039145) as Managing Director of the Company, liable to retire by rotation, for a period of three (3) years w.e.f. 1<sup>st</sup> January, 2022

**RESOLVED FURTHER THAT** the board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

**RESOLVED FURTHER THAT** this resolution shall have overriding effect and shall substitute any other earlier resolution passed in entirety with effect from 1<sup>st</sup> January, 2022 to 31<sup>st</sup> December, 2024.”

**Place: Indore**

**Date: 26<sup>th</sup> August, 2021**

**For and on behalf of the Board**

**SD/-**  
**Manohar Lal Gupta**  
**Chairman**  
**DIN: 00040784**

## NOTES

1. Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 (collectively referred to as "Circulars") permitted convening the Annual General Meeting ("AGM") of Companies through Video conferencing ('VC')/Other Audio Visual Mode ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars, the Annual General Meeting of the company is to be held through VC/ OAVM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is to be held pursuant to the Circulars through VC/ OAVM, physical attendance of members has been dispensed with vide MCA Circular No. 14/2020 dated April 08, 2020. **Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map are not annexed to this Notice.** However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as 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.
4. The members can join the Annual General Meeting in the VC 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 Annual General Meeting through VC will be made available for 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 Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
5. The attendance of the members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
6. In case of joint holders, 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 attend and/or vote.
7. Shareholders holding equity shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion. The members can opt for only one mode of voting, i.e. either by e-voting or voting at the meeting through electronic system.
8. The Company has appointed CS Archana Maheshwari of M/s. Archana Maheshwari & Co., Practicing Company Secretaries, as Scrutinizer who shall scrutinize the remote e-voting and voting at the meeting through electronic system in a fair and transparent manner.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 17<sup>th</sup> September, 2021 to 24<sup>th</sup> September, 2021 (both days inclusive).
10. In accordance with the aforesaid circulars and SEBI circulars, notice of the ensuing AGM along with the Annual Report 2020-21 is to be sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the notice and Annual Report 2020-21 is also available on the company's website [www.pdindia.com](http://www.pdindia.com) and websites of the Stock Exchanges i.e. Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
11. Members seeking any information with regard to the disclosures, inspection of related documents/registers by members in connection with the AGM, as provided in the Act and the Articles of Association of the Company, are requested to write to the Company till the date of AGM through email on [investor@pdindia.com](mailto:investor@pdindia.com). The same shall be made available by the Company in electronic mode.
12. Members holding shares in physical form are requested to forward all applications and shares related correspondence (including intimation for change of address and E-mail id) to the Share Transfer Agent of the Company at the following address:

**Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)**

The members are requested to:

- a. Intimate to the Registrar/ Company, changes, if any, in their registered address/E-mail id at an early date along with the PIN code.
  - b. Quote registered folio/client ID and DP ID in all their correspondence(s).
13. Members holding shares in dematerialized form (electronic form) are requested to intimate any change in their address, etc., directly to their respective depository participants.



14. Pursuant to provisions of section 125 of the Companies Act, 2013, dividend which remained unpaid /unclaimed for a period of seven (7) years from the date of transfer of the same to the Company's unpaid dividend account has already been transferred in previous years to the Investor Education and Protection Fund established by the Central Government.
15. The AGM is to be convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and Circular No.02/2021 dated 13<sup>th</sup> January, 2021
16. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

#### Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations and in compliance with aforesaid Circulars, the Company is providing facility of remote e-voting and e-voting at the meeting to its members in respect of business to be transacted at the 37<sup>th</sup> Annual General Meeting. For this purpose Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility for casting votes by a member using remote e-voting as well as the e-voting system on the date of AGM will be provided by CDSL.

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period shall begin on 21<sup>st</sup> September, 2021 at 9:00 a.m. and ends on 23<sup>rd</sup> September, 2021 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 17<sup>th</sup> September, 2021, 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.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under 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.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/NSDL is as under:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>CDSL</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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</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 or joining virtual meeting &amp; voting during the meeting.</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 or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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.</p> <p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30



- (V) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 on E-mail by company/ RTA or contact to company/ RTA and those shareholders who have not registered E-mail ID may send a request to <a href="mailto:investor@pdindia.com">investor@pdindia.com</a> to get their sequence number.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Parenteral Drugs (India) Limited.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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; [investor@pdindia.com](mailto:investor@pdindia.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/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investor@pdindia.com](mailto:investor@pdindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investor@pdindia.com](mailto:investor@pdindia.com). These queries will be replied to by the company suitably by email.
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 shall 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 [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 on 022-23058542/43.

**STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

Your Company regularly enters into related party transactions with its erstwhile subsidiary Company viz. Infutec Healthcare Limited, a Related Party. The related party transactions viz. loan license arrangements and other contracts/arrangements for production, sale, purchase or supply of any goods or materials, finished goods, job work and availing or rendering of any services to/from M/s. Infutec Healthcare Limited will be continued.

Section 188 of the Act and the applicable Rules framed thereunder provide that a related party transaction requires prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) during a financial year amounts to 10% or more of