



## ***Content***

<b><i>Corporate Information</i></b>	<b><i>01</i></b>
<b><i>Managing Director's Message</i></b>	<b><i>02</i></b>
<b><i>Notice of AGM</i></b>	<b><i>03</i></b>
<b><i>Directors' Report</i></b>	<b><i>19</i></b>
<b><i>Management Discussion and Analysis</i></b>	<b><i>25</i></b>
<b><i>Annexure to Directors' Report</i></b>	<b><i>28</i></b>
<b><i>Report on Corporate Governance</i></b>	<b><i>35</i></b>
<b><i>Independent Auditors Report</i></b>	<b><i>47</i></b>
<b><i>Audited Financial Statements</i></b>	<b><i>54</i></b>

## Parmax Pharma Limited

27<sup>th</sup> Annual Report 2020-21

## Corporate Information

## Board of Directors:

Dr. Umang A. Gosalia	-	Managing Director (w.e.f. 29 <sup>th</sup> June 2021)
Mrs. Asha S. Daftary	-	Independent Director
Mr. Pramay A. Chhatra	-	Independent Director
Ms. Ami R. Shah	-	Independent Director

## Key Managerial Personnel :

Mr. Yash J. Vora (CS and Compliance Officer)

Mr. Keyur D. Vora (Chief Financial Officer)

## Statutory Auditors:

B A Shah S R Mehta & Co.,  
Chartered Accountants  
Rajkot

## Bankers:

- HDFC Bank
- Kotak Mahindra Bank
- ICICI Bank

## Registered Office &amp; Works:

Plot No. 20, Survey No. 52,  
Rajkot-Gondal National Highway No. 27,  
Hadamtala, Tal. Kotda Sangani,  
Rajkot - 360311, Gujarat  
Contact Number: 02827 – 270 534 / 270 535  
Email: - [info@parmaxpharma.com](mailto:info@parmaxpharma.com)  
Website: - [www.parmaxpharma.com](http://www.parmaxpharma.com)

## Registrar and Transfer Agent:

Purva Shareregistry (India) Pvt. Ltd.,  
Unit no. 9, Shiv Shakti Ind. Estate,  
J. R. Boricha Marg, Opp. Kasturba  
Hospital Lane, Lower Parel (E), Mumbai - 400 011

27th Annual General Meeting

On Monday, 20th September, 2021 at 02:00 p.m.

Plot No. 20, Survey No. 52, Rajkot-Gondal National Highway No. 27, Hadamtala, Rajkot  
360311

*Dr. Umang Gosalia*  
*Managing Director's Message*

*Dear Shareholders,*

Please allow me to begin by paying tribute to Late Shri Alkesh Gosalia, our legendary and visionary Managing Director who was the helm of affairs of the Company for almost one and half decade. I strongly believe that the rich legacy left behind by him and the strong work culture embedded with deep familial values that he built during his tenure, will keep inspiring us and give us enough resilience to bounce back from any adversity in future.

Also, I wish to take this opportunity to express my sincere gratitude to Board Members for appointing me to the position left vacant by the untimely demise of Shri Alkesh Gosalia.

For the Company through the year, the top priority was to ensure the wellbeing of our employees. It is our belief that a high performing organisation is defined by empathetic management of people and talent. It is this unwavering commitment to the 'People First' philosophy and this value at the core of all our business strategy, which has helped Company to overcome the two waves of pandemic. The leadership remained committed to this employee centric vision even during pandemic; This fundamental value has also inspired business resilience.

Despite the challenging economic environment your Company delivered Gross Sales of Rs. 26.29 Crore in the fiscal year 2020-21, with increase of ~ 25%. as compared to last year. Overall, the business was impacted by Covid-19 induced lockdowns and restrictions during the year, but we continue to remain fully committed to creating long term value for our shareholders.

Finally, I am very proud of how the Parmax leadership team has stayed focused on the business and together delivered a relatively stable financial and operational performance this year. I would like to again acknowledge the efforts of each and every one of our team members for their adaptability, resilience and contribution during an exceptionally difficult year.

Lastly, I would like to thank all our business partners and shareholders for their continued support. With our clear strategic direction, Parmax is well positioned to drive profitable growth in the coming years.

Warm regards,  
Umang Gosalia

## Parmax Pharma Limited

Plot no. 20, Survey no. 52,  
Rajkot- Gondal national highway no.27,  
Hadamtala, Rajkot-360311, Gujarat, India  
Tel: +912827 270534/35

Email: [info@parmaxpharma.com](mailto:info@parmaxpharma.com)

Website: [www.parmaxpharma.com](http://www.parmaxpharma.com)

### NOTICE

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of Parmax Pharma Limited will be held on Monday 20th day of September, 2021, at 2.00 p.m. at the Registered office of the Company situated at Plot no. 20, survey no. 52, Rajkot-Gondal National Highway no. 27, Hadamtala, Tal. Kotda Sangani, Dist. Rajkot – 360 311 Gujarat.

#### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2021, the Audited Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Dr. Umang Alkesh Gosalia (DIN: 05153830) who retires by rotation and, being eligible, offers himself for re-appointment.

#### **Special Business:**

##### **As an Ordinary Resolution:**

3. ***To Consider change in designation and appointment of Dr. Umang Gosalia (DIN: 05153830) to be a Managing Director from the Whole-time Director of the Company for a period of 5 years and revision in remuneration payable to him.***

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

“RESOLVED THAT in partial modification of the earlier resolution approved by the shareholders in its meeting held on 27th September, 2019, Mr. Umang Alkesh Gosalia (DIN: 05153830), who was appointed as Whole-time Director for a period of five years from 14<sup>th</sup> February, 2019 to 13th February, 2024, be and is hereby re-designated as Managing Director of the Company, effective from 29th June, 2021 for a period of 5 years.

RESOLVED FURTHER THAT the payment of remuneration amounting to Rs. 39 lakhs per annum to Mr. Umang Alkesh Gosalia, as Managing Director of the company with effect from 1<sup>st</sup> July, 2021.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12<sup>th</sup> September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration

of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary such terms of appointment & remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation, as the case may be, as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

RESOLVED FURTHER THAT If director draws or receives, directly or indirectly, by way of remuneration any such sums in excess prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company. The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable and in accordance with the provisions of Schedule V of the Companies Act 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

#### As Special Resolution

#### **4. To re-appointment of and continuation of Directorship of Mrs. Asha Daftary as an Independent Director of the Company for a second term of 5 years.**

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

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members/shareholders of the Company be and are hereby accorded to the Re-appointment of Mrs. Asha Daftary (DIN : 07433167) as an ‘Independent Director’ (Non-Executive) on the Board of the Company for a period of five consecutive years from 10.02.2021 to 09.02.2026 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on February 12, 2021.

“RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act 2013 and the rules made thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Asha Daftary be paid such fees

as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

As Special Resolution

**5. To re-appointment of Mr. Pramay Chhatra as an Independent Director of the Company for a second term of 5 years.**

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

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members/shareholders of the Company be and are hereby accorded to the Re-appointment of Mr. Pramay Chhatra (DIN : 07437291) as an ‘Independent Director’ (Non-Executive) on the Board of the Company for a period of five consecutive years from 13.02.2021 to 12.02.2026 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on February 12, 2021.

“RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act 2013 and the rules made thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pramay Chhatra be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

*By order of the Board of Directors  
For Parmax Pharma Limited*

*Date: 14<sup>th</sup> August, 2021  
Place: Rajkot*

*Dr. Umang Gosalia  
Managing Director  
DIN: 05153830*

**Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member. PROXY in form no. MGT-11 to be effective should reach 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 the 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 or shareholder.

2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 14th September, 2021 to Monday, 20th September, 2020 (both days inclusive) for the purpose of Annual General Meeting of the Company.
4. The members are requested to intimate their change of address, if any, immediately to the Company & its Registrar And Transfer Agent (RTA) Viz. Purva Sharegistry (India) Pvt. Ltd., Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai-400 011 quoting their Folio No. or Client ID No.
5. Members desiring any information on Accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided at the meeting.
6. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies of Annual Report and the attendance slip at the Annual General Meeting.
7. Nomination facility is available to the Share holders in respect of share held by them.
8. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards issued by the Institute of Company Secretaries of India (the 'ICSI') in respect of the special business under item numbers 3, 4 and 5 is annexed.
10. The Company has appointed Mr. Samsad Alam Khan (CP No.13972), Practising Company Secretaries and in absence of him, Mr. Amrish Gandhi, Proprietor of Amrish Gandhi & Associates, Practising Company Secretaries, who, in the opinion of the Board are duly qualified persons, as a Scrutinizer who will scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of 48 hours from the date of conclusion of the Meeting, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company and the result of the same will be disclosed forthwith. The Company has appointed CDSL for the purpose of facilitating the electronic voting.
11. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

Name	Umang A. Gosalia	Asha Daftary	Pramay Chhatra
Date of Birth	23/04/1984	21/02/1949	19/08/1958
DIN	05173830	07433167	07437291
No. of Equity Shares held in the Company	1,00,000	NIL	NIL
Relationship with other Directors/ Manager /KMP	None	None	None
Education Qualification	M.Sc. and Doctorate in Organic (Chemistry)	Bachelor Degree in Arts.	Bachelor Degree in Science.
Profile & Expertise in Specific functional Areas	Ph.D. (Doctorate in Organic (Chemistry) and having experience over a decade in chemistry & various types of organic reactions, and currently looking after the all production activities of the Company.	Having experience over a decade in general administration.	Having experience over a decade in general administration and science and technologies.
List of other Directorship / Committee membership in other Companies as on 31 <sup>st</sup> March, 2021.	None	None	None
Original date of appointment	02.01.2016	10.02.2016	12.02.2016

12. Electronic copy of the Annual Report for 2020-21 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

### **13. Voting through electronic means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 17<sup>th</sup> September, 2021 9.00 AM IST and ends on 19<sup>TH</sup> September, 2021 5.00 PM IST During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (13<sup>TH</sup> September, 2021) of 14<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 venue.
- (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 is given below: