

PARSOLI CORPORATION LIMITED

CIN: L65990MH1990PLC059074

Regd. Office: 3, Ground Floor, Oracle Point, Guru Nanak Road,
Bandra (W), Mumbai 400050,
Phone: 079-26651231, 26651236

E-Mail: corporation@parsoli.com website: www.parsoli.com

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of the Company will be held on Friday, 29th September, 2017 at 11.00 A.M. at the registered office of the Company at 3rd Ground Floor, Oracle Point, Guru Nanak Road, Bandra (W), Mumbai - 400050, to transact the following business:

ORDINARY BUSINESS:

- (1) To receive, consider and adopt the audited standalone and consolidated financial statements including Balance Sheet as on 31st March, 2017 and the Statement of Profit and Loss and Cash Flow statement for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon.
- (2) To appoint a Director in place of Mr. Aslamkhan Rehmatkhan Pathan (DIN- 06854711) who retires at the ensuring Annual General Meeting and being eligible, offers himself for reappointment.
- (3) To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix up their remuneration and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. Chandabhoy & Jassoobhoy, Chartered Accountants, (Firm Reg. no. 101648W), Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

RESOLVED THAT in accordance with the provisions of sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and such other approvals as may be necessary, consent of the members be and is hereby accorded for appointment of Aslamkhan Rehmatkhan Pathan, (DIN: 06854711) as the Whole Time Director of the Company for the period of 3 years with effect from 22nd August, 2017 on the terms and conditions including remuneration as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Aslamkhan Rehmatkhan Pathan, as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be amended from time to time.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise from time to time during the tenure of the appointment of Aslamkhan Rehmatkhan Pathan, the remuneration payable to him subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

- (5) 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, 150, 152, 161 and any other applicable provisions of 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) read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Rama Singh (DIN: 06364779) who was appointed as an Additional Director of the Company by the Board of Directors (and categorized as 'Independent Director') with effect from August 22, 2017 and who holds office as an Additional Director upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from August 22, 2017.

RESOLVED FURTHER THAT the Board of the Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE MEMBER OF THE COMPANY.** Proxy in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not more than 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. In case the 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 cannot act as a proxy for any other person or shareholder.
2. Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Members holding shares in electronic form are requested to intimate immediately the change, if any in their registered address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any such change to the Company or its Share Transfer Agent.



5. Members / proxies are requested to bring the attendance slip send herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report to the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
8. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send the Company, a certified true copy of their board resolution authorizing their representatives to attend and vote on their behalf at the Annual General meeting.
9. All the documents, if any, referred to in the Notice and explanatory Statements and as required under the law are available for inspection during working hours at the Registered Office of the Company on any working day upto the conclusion of this meeting..
10. Members desiring to seek information on financial statements to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
11. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately. Members holding shares in physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. Members holding shares in electronic form are requested to register their e-mail id and are advised to approach their Depository Participants in this regard.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.
13. The Company's shares are listed with The Bombay Stock Exchange Limited, Mumbai.
14. A Route Map showing the Directions to reach the venue of the Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on General Meeting.



15. Information required to be furnished as required under SS-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Director who is proposed to be re-appointed, is given below:

Name of Director and DIN	Date of Birth	Date of Appointment	Qualification and Expertise in functional areas	Shareholding in the Company	***Details of Directorship held in other Companies as on 31.03.2017	#Details of Membership/ Chairmanship of Committee as on 31.03.2017
Aslamkhan Rehmatkhan Pathan (DIN: 06854711)	23/10/1973	10/11/2014	He is a graduate and is having expertise in stock market related operations and administration	Nil	NIL	NIL
Rama Singh (DIN: 06364779)	04/07/1984	22/08/2017	Manages the overall affairs of the Company.	Nil	NIL	NIL

None of the above Directors are related to one another in any manner.

*** Excludes the Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 (erstwhile Section 25 of the Companies Act, 1956)

under this column, membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee is considered.

BY ORDER OF THE BOARD
FOR PARSOLI CORPORATION LIMITED



Date: 22-08-2017

Registered Office

3, Ground Floor,
Oracle Point, Guru
Nanak Road, Bandra
(W), Mumbai
400050

A. R. Pathan

ASLAMKHAN PATHAN
WHOLETEIME DIRECTOR
DIN :06854711

Isaque Farid

ISHAQUE FARID
DIRECTOR
DIN :05137541

Parsoli Corporation Limited

CIN: L65990MH1990PLC059074

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

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice.

Item No. 4

The Board of Directors of the Company has appointed Aslamkhan Rehmatkhan Pathan as the Whole Time Director of the Company on the recommendation of a Nomination and Remuneration Committee for a period of three years with effect from 22nd August, 2017, subject to approval of the members of the Company on the terms and conditions and remuneration as mentioned hereinbelow:

(A) Salary:

Rs. 1,50,000/- per month with suitable breakup as per the rules / policy of the Company. Annual Increment up to 25% of the last salary drawn as may be recommended by the Nomination and Remuneration Committee. The first increment shall fall due on 1st April, 2018.

(B) In addition to the above (A) he shall also be entitled for the following perquisites which shall not be included in computation of the ceiling of remuneration specified here above:

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Gratuity: The Company shall pay gratuity as per the Company's rules.
3. Encashment of leave at the end of tenure.

(C) He will be entitled for other benefits as per the rules of the Company as available to other senior executives of the Company.

(D) For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.

(E) He shall be liable to retire by rotation.

Notwithstanding anything to the contrary herein contained, where, in any financial year the Company, has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable.

As per the provision of Sections 196,197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), the appointment of and payment of remuneration to the Whole Time Director requires the approval of the Shareholders in General Meeting by way of resolution and hence necessary resolution has been proposed for your approval.



Your Directors recommend the passing of the proposed resolution.

Except Aslamkhan Rehmatkhan Pathan being an appointee, none of the other Directors and Key Managerial personnel and / or their relatives are concerned or interested, financially or otherwise in the proposed Resolution.

Statement containing information required to be given as per item (iv) of third proviso of Section 110 of Part II of Schedule V to the Companies Act, 2013.

I. General Information:

1. Nature of Industry: Engaged in the business of dealing in the Shares / Securities.
2. The commercial operations have already begun.
3. The Company is not a new Company.
4. Financial Performance:

(In Rs.)

PARTICULARS	Year ended 31-03-2017	Year ended 31-03-2016
Revenue from Operations	0.00	0.00
Other Income	89645	98853
Profit before Exceptional Items and Tax	(455538)	(2252066)
Exceptional items - One Time Expenses of Lenders Settlement	0.00	0.00
Profit before Tax	(455538)	(2252066)
Tax Expense	0.00	0.00
Profit After Tax (PAT)	(455538)	(2252066)
Other Comprehensive Income	0.00	0.00
Total Comprehensive Income	0.00	0.00

5. There are no foreign direct investments in the Company and the company has not entered into foreign collaboration.

II. Information about the appointee:

- (1) Background details: He is a young under Graduate. He is handling the affairs of the Company since past 3 years. He is having an expertise in the Stock Market related operations.
- (2) Past Remuneration: NIL
- (3) Recognition and awards: NIL
- (4) Job profile and his suitability: The Whole-Time Director is mainly responsible to handling the overall working of the Company and other administration work in the Company.
- (5) Remuneration proposed: As mentioned above.
- (6) There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.
- (7) Aslamkhan Rehmatkhan Pathan has no pecuniary relationship directly or indirectly with the Company except to the extent of proposed remuneration and his share holding in the Company.

III. Other information:

Presently the Company is not carrying any commercial activity. Due to higher administrative expenses the company is having inadequate / low profits as presently the Company is not able to generate the revenue.

However now the Company is keen to start the commercial operations and is striving hard to carry full fledged business activity. This would help the Company to generate the profits in near future.



IV. Disclosures:

Necessary Disclosures have been made in the Corporate governance report which is forming part of the Directors' Report.

V. Service Contract and Notice Period:

The appointment of Aslamkhan Rehmatkhan Pathan is for the period of three years commencing from 22nd August, 2017 terminable with 6 months notice in writing by either side.

Item No. 5

Ms. Rama Singh has been appointed as an Additional Director (Categorized as Independent Director) of the Company by the Board of Directors w.e.f. August 22, 2017 who holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member along with the requisite deposit of money proposing her candidature for the office of Director of the Company. The Company has received from her requisite consent, intimation and a declaration that she meets the criteria of independence as provided under section 149(6) of the Act, in connection with her appointment as an Independent Director. Copy of the draft letter for her appointment as an Independent Director would be available for inspection without any fees by the members at the Registered office of the Company during normal business hours on any working day.

In view of her experience and expertise, the Board considered it desirable that the Company should continue to avail her services as a Director and hence recommends her appointment as a Director of the Company.

Your Directors recommend the passing of the proposed Ordinary Resolution.

Except Ms. Rama Singh, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Date: 22-08-2017

Registered Office
3, Ground Floor,
Oracle Point, Guru
Nanak Road, Bandra
(W), Mumbai
400050




ASLAMKHAN PATHAN
WHOLETIME DIRECTOR
DIN :06854711

**BY ORDER OF THE BOARD
FOR PARSONS CORPORATION LIMITED**


ISHAQUE FARID
DIRECTOR
DIN :05137541

Parsoli Corporation Limited

CIN: L65990MH1990PLC059074

Regd.. Office: 3, Ground Floor, Oracle Point Guru Nanak Road,
Bandra (W), Mumbai 400050,

Phone: 079-26651231,26651236

E-Mail: corporation@parsoli.com Website: www.parsoli.com

ATTENDANCE SLIP

I /We hereby record my / our presence at the 27th Annual General Meeting of the members of the Company to be held on Friday, 29th September, 2017 at 11.00 A.M. at the registered office of the Company at 3rd Ground Floor, Oracle Point, Guru Nanak Road, Bandra (W), Mumbai - 400050

Full name of the Member: _____

Address of the Member: _____

Folio No: _____ DP ID No. _____ Client ID NO. _____

No. of shares held : _____

Full name of the Proxy (If attending the meeting) : _____

Member's /Proxy's Signature: _____

Note:

1. Please complete the Folio / DP ID-Client No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.



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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) Rule 2014)

Name of the Member(s)	
Registered Address	
E-Mail Id	
Folio No./ Client Id / DP Id	
No. of Shares	

I / we, being the member(s) of the above named company, hereby appoint:

(1) Name: _____ Address: _____
Email ID: _____ Signature: _____ or

failing him / her:

(2) Name: _____ Address: _____
Email ID: _____ Signature: _____ or

failing him / her:

(3) Name: _____ Address: _____
Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 at 11.30 A.M. at the registered office of the Company at 3, Ground Floor, Oracle Point, Guru Nanak Road, Bandra (W), Mumbai 400050 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:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
ORDINARY BUSINESS:			
1.	To consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2017 and the Directors' report and Auditors' report thereon.		
2.	Re-appointment of Mr. Aslamkhan Rehmatkhan Pathan(DIN: 06854711) as a Director who retires by rotation.		
3.	Appointment of Statutory Auditors and fixing their remuneration.		
SPECIAL BUSINESS:			
4	Appointment of Mr. Aslamkhan Rehmatkhan Pathan (DIN: 06854711) as Whole Time Director. (Special Resolution)		
5	Appointment of Ms. Rama Singh (DIN: 06364779) as an Independent Director.		

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy holder (s) _____



Affix One
Re.
Revenue
Stamp

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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.

