



NOTICE OF THE 1ST EXTRA ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2025-26

Notice is hereby given that the **1st Extra Ordinary General Meeting** of the members of **Paramount Cosmetics (India) Limited** ("the Company") will be held on Friday, February 13, 2026, at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

1. Alteration of articles of association to insert a clause exempting managing director from retirement by rotation.

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions as may be required from appropriate authorities, the Articles of Association of the Company be and are hereby altered in the following manner:

By inserting the following clause after the existing Clause [108]:

"Managing Director Not Liable to Retire by Rotation Notwithstanding anything to the contrary contained in these Articles or in the Companies Act, 2013, the Managing Director of the Company, during the currency of his appointment as such, shall not be subject to retirement by rotation. His office shall not be vacated by reason of retirement by rotation under Section 152(6) of the Companies Act, 2013, and he shall continue to hold office as Managing Director until the expiry of his term or earlier termination in accordance with the terms of his appointment."

RESOLVED FURTHER THAT Mr. Hiitesh Topiwaalla (DIN: 01603345), Director of the Company, be and is hereby authorised to do all such acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and issuance of updated copies of the Articles of Association."

2. Approval of the related party transaction for sale of a fixed asset at arm's length basis.

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the applicable provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Company's Policy on Related Party Transactions, and in accordance with Section 180(1)(a) of the Act relating to sale, transfer, or disposal of the whole or substantially the whole of any undertaking, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members of Paramount Cosmetics (India) Limited ("the Company") be and is hereby accorded for entering into a Material Related Party Transaction with M/s Paramount Kum Kum Private Limited ("PKPL"), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR, for the sale, transfer and conveyance of the Company's Land, Building and Plant & Machinery situated at No. 124/3B, Chennapalli, Shoolagiri Union, Hosur Taluk, Krishnagiri District, Tamil Nadu – 635117 comprising Land, Building, and Plant & Machinery

(collectively referred to as the "Asset"). The transaction value will be based on independent valuation, current market value and subsequent discussions between both the parties, currently estimated at approx. 3 Cr.

RESOLVED FURTHER THAT the members take note that the Audit Committee of the Company, after considering process of arriving at fair value & the terms of the transaction, based on the estimated value, independent valuation and prevailing market conditions, , has confirmed and recommended that the proposed transaction is at arm's length, in the ordinary course of business, fair and reasonable, and in compliance with the Company's RPT Policy and all applicable regulations.

RESOLVED FURTHER THAT the members take note that the above Asset is presently mortgaged with IDBI Bank, and all necessary approvals, consents, NOCs, permissions and release of mortgage/charge shall be obtained from IDBI Bank before effecting the sale.

RESOLVED FURTHER THAT Mr. Hiitesh Topiwaalla (DIN: 01603345), Managing Director of the Company, be and is hereby authorised on behalf of the Company to negotiate, finalise and execute the commercial terms of the transaction, accept any upward revision in the valuation/consideration, execute the Sale Agreement, Sale Deed, Power of Attorney, possession and conveyance documents, apply to IDBI Bank for release of mortgage and obtain all related approvals, NOCs and consents, appoint valuers, legal advisors, consultants and intermediaries, issue Notice, handle shareholder communication, coordinate remote e-voting, Scrutinizer appointment, and statutory filings with BSE, MCA and other authorities, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the approval of members by way of Special Resolution is hereby accorded as required under Section 188(1) of the Companies Act, 2013 and Regulation 23(4) of the SEBI LODR for this Material Related Party Transaction.

3. To consider and approve the recommendation for sale of property to a related party or any other person & authorisation to managing director.

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 188 (if sold to Related Party) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to sell, transfer, convey, assign, or otherwise dispose of the Company's immovable property situated at 902/1/A, Pardi Umarsadi road, near station, Umarsadi, Pardi 396125 ("the Property"), on such terms, conditions as agreed with the prospective buyer at a sale consideration as may be mutually agreed currently estimated at approx.. 60 lacs.

RESOLVED FURTHER THAT the shareholders hereby authorise the Board of Directors (including any Committee thereof) to negotiate, finalise, execute, and deliver all necessary agreements, deeds, documents, and writings and to do all such acts, deeds, matters, and things as may be required for giving full and complete effect to this Resolution."

By Order of the Board of Directors
For **Paramount Cosmetics (India) Limited**

Sd/-

Hiitesh Topiwaalla
Managing Director
DIN: 01603345

Date: 17th Day January 2026
Place: Bangalore

NOTES

1.

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May, 5 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25,2023, 09/2024 dated September 19,2024 and 03/2025 dated September 22,2025 ("MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its various circulars, permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), MCA and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'EGM').
2. As the EGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Corporate members intending to send their authorised representative to attend the Annual General Meeting (EGM) are requested to send Certified Copy of the Resolution authorizing their representative to attend and vote on their behalf at the EGM.
4. The Statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the special business under is annexed hereto.
5. Members are requested to notify immediately of any change in their address to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form are advised to notify any change in their address to the depository participant concerned.
6. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of Shares or any other Share related matters and/or change in address, furnishing of details of their bank accounts or updation thereof, to Company's Registrar - **BgSE Financials Limited**, Stock Exchange Towers, No. 51, 1st Cross, J. C. Road, Bangalore – 560027. Ph. No. 080 41329661. E-mail: cs_rta@bfsl.co.in or vp-rta@bfsl.co.in
7. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means **(e-voting & remote e-voting)**.
8. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 06th February 2026 (Cut-off Date) i.e. the date prior to the commencement of book closure, are entitled to vote on the resolutions set forth in this notice.
9. Any person who becomes a member of the Company after dispatch of the notice of the Meeting and holding shares as on Friday, 06th February 2026 (Cut-off Date) may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or compliance.officer@paramount.com.
10. The members may cast their votes on electronic voting system from places other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. (IST) on Tuesday, 10th February 2026 and will end at 5.00 p.m. (IST) on Thursday, 12th February 2026. The e-voting module shall be disabled by CDSL for voting thereafter.
11. The facility for voting, through ballot paper, will not be made available at the EGM, as the EGM will be held through VC/OAVM means and the members attending the EGM if not cast their votes by remote e-voting, may exercise their right and cast their votes through e-voting at the EGM. Members

who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. Further, the members may note that there are no such matters at this EGM which requires to be passed through Postal Ballot, thereby they may proceed with voting through e-voting / remote e-voting.

12. The Company has appointed M/s Brajesh Gupta & Co. (Mem No. A33070, COP No. 21306), Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING / REMOTE E-VOTING

CDSL e-Voting System – Remote & Venue Voting Facility

1. As you are aware, the EGM will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and various MCA Circulars, Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM 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 EGM through VC/OAVM will be made available to atleast 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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to various MCA and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.parammount.com/notices-and-outcome>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with various MCA Circulars in this regard.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Tuesday, 10th February 2026 at 9:00 a.m. (IST) and will end at 5.00 p.m. (IST) on Thursday, 12th February 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 06th February 2026 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 various SEBI Circulars and 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circulas 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders	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 users to login to Easi / Easiest are

<p>holding securities in Demat mode with CDSL Depository</p>	<p>requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <ol style="list-style-type: none"> 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will

	have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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. 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) 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.
- 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; compliance.officer@parammount.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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views and/or ask questions during the meeting may register themselves as a speaker by sending their request along with their questions/ queries within 5 days from 02nd February 2026 till 06th February 2026 mentioning their name, demat account number/folio number, email id, mobile number at (company's email id). Only those shareholders who have sent their queries within the above stated stipulated time shall be eligible to act as speakers. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance within 5 days from 02nd February 2026 till 06th February 2026 mentioning their name, demat account number/folio number, email id, mobile number at compliance.officer@parammount.com. These queries will be replied by the company suitably by email. Please note that any queriers or speaker registration shall not be considered before or after the said period.
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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 **Company/RTA email id**.
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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board of Directors
For Paramount Cosmetics (India) Limited

Sd/-

Hiitesh Topiwaalla
Managing Director
DIN: 01603345

Date: 17th Day of January 2026
Place: Bangalore

EXPLANATORY STATEMENT TO THE NOTICE

Item No. 1: Alteration of Articles of Association

The Articles of Association ("AOA") of the Company contain provisions relating to retirement of directors by rotation in accordance with Section 152(6) of the Companies Act, 2013. Under the Act, unless otherwise provided in the Articles, at least two-thirds of the directors must be rotational directors.

The Board of Directors is of the view that, considering the scale of operations and long-term strategic requirements of the Company, continuity in executive leadership is crucial for maintaining stability, efficiency, and effective management oversight. The Managing Director plays a vital role in execution of business strategies, operational management, and overall performance of the Company.

To ensure uninterrupted leadership and in line with good governance practices, it is proposed to amend the Articles of Association to expressly provide that the Managing Director shall not be liable to retire by rotation during the tenure of his appointment. This amendment is permissible under the Companies Act, 2013, and is commonly adopted by several companies to ensure continuity in executive leadership.

Accordingly, the Board of Directors at its meeting held on Saturday 17th January 2026, approved the proposal to insert a new Clause under the heading "Retirement and Rotation of Directors" in the AOA of the Company.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires approval of members by way of a Special Resolution. In accordance with applicable MCA Circulars and SEBI circulars, this Special Resolution is being submitted to the shareholders for approval through Extra Ordinary General Meeting by means of remote e-voting only.

A copy of the existing and proposed Articles of Association of the Company will be made available for inspection by the members electronically on request.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned in the resolution, except the Managing Director to the extent of his appointment and position. The Board recommends the Special Resolution for approval of the members.

Item No. 2: Approval for Sale of Fixed Assets to Paramount Kum Kum Private Limited

The Company owns a factory premises situated at No. 124/3B, Chennapalli, Shoolagiri Union, Hosur Taluk, Krishnagiri, Tamil Nadu – 635117, comprising land, building and plant & machinery ("the Asset"). As the Company is primarily engaged in selling and distribution activities and intends to strengthen its focus in this core area, the manufacturing asset is no longer required for its present and future operations. Accordingly, the Land, Building and Plant & Machinery located at Hosur have become non-core to the Company's business. The proposed disposal of this asset will enable the Company to unlock value, reduce maintenance and operational overheads, improve financial flexibility, and strengthen its liquidity position and reduce debt. In view of the above, the Board of Directors has considered the proposal to sell the Assets.

M/s Paramount Kum Kum Private Limited ("PKPL") is an entity falling within the definition of "Related Party" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), by virtue of common management and control. Therefore, the proposed sale of the Asset to PKPL constitutes a Related Party Transaction under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI LODR. In accordance with the requirements of SEBI LODR and the Company's Policy on Related Party Transactions, the Audit Committee has reviewed the proposed transaction, including the commercial justification and the valuation report obtained from a Registered Valuer. The Audit Committee has confirmed that the terms of the proposed transaction are at arm's length, in the ordinary course of business, and that the valuation is fair and reasonable based on prevailing market conditions.

For the purpose of determining the sale consideration, the Company has procured/will procure a

valuation of the land, building, and plant & machinery from a Registered Valuer. Based on preliminary assessment and subject to the final valuation report, the current estimated price is approx. ₹3 Crores or such value as may be determined by the Registered Valuer. The Board of Directors, after considering the Audit Committee's recommendation, has approved the proposal.

Members are informed that the Asset is presently mortgaged with IDBI Bank as security for the credit facilities availed by the Company. Accordingly, the proposed sale will be effected only after obtaining the necessary consent, NOC, and release of charge from IDBI Bank, and in compliance with the terms and conditions of the sanction letters issued by the Bank. The Managing Director has been authorised by the Board to liaise with IDBI Bank, submit applications, provide documents, and complete all formalities required for release of the mortgage.

Since the value of the proposed transaction exceeds the materiality threshold prescribed under Regulation 23(1) of SEBI LODR, the transaction qualifies as a Material Related Party Transaction and hence requires approval of shareholders by means of a Special Resolution in terms of Regulation 23(4) of SEBI LODR and Section 188(1) of the Companies Act, 2013. In compliance with the applicable MCA and SEBI circulars, the Company is seeking approval of the shareholders through Extra Ordinary General Meeting by way of remote e-voting only. Related parties, to the extent required under SEBI (LODR) 2015, will not vote on this resolution.

Except to the extent of their interest in the Related Party entity, none of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution, financially or otherwise, except to the extent of their shareholding or relationship in PKPL.

The Board of Directors believes that the proposed transaction is in the best interest of the Company presently and in future and recommends the Special Resolution for approval of the members.

Item No. 3: Approval under Section 180(1)(a) and Section 188 (applicable only if sold to Related Party) for Sale of Immovable Property

The Company owns an immovable property situated at 902/1/A, Pardi Umarsadi road, near station, Umarsadi, Pardi 396125 ("the Property"). The Board of Directors, based on the recommendations of the Audit Committee, has proposed to sell the Property considering its limited operational use and in the interest of efficient utilisation of Company resources and improvise liquidity position.

The estimated realisable value of the Property, based on internal assessment/valuation, is Rs. 60,00,000 and the sale shall not be concluded below this value. The proposed transaction will be undertaken based on discussion, negotiation and agreement with the prospective buyer on mutual discussion.

Pursuant to Section 180(1)(a) and Section 188 (applicable only if sold to Related Party) of the Companies Act, 2013, approval of the shareholders by way of a Special Resolution is required for sale or disposal of the whole or any substantial part of an undertaking of the Company. Accordingly, the approval of the shareholders is sought for authorising the Board to sell the Property.

None of the Directors, Key Managerial Personnel, or their relatives is in any way concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution as set out in the Notice for approval of the shareholders.

By Order of the Board of Directors
For Paramount Cosmetics (India) Limited

Sd/

Hiitesh Topiwaalla
Managing Director
DIN: 01603345

Date: 17th Day of January 2026
Place: Bangalore