

PARAMOUNT COSMETICS (INDIA) LIMITED

Registered Office: PLOT NO. 165/B-15 & 16, 2ND PHASE, GIDC VAPI Valsad GJ 396195 IN
Phone No.: 0265-2362200/2361100 **Email:** compliance.officer@parammount.com
CIN: L24240GJ1985PLC008282 **Website:** www.parammount.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given to the members of **PARAMOUNT COSMETICS (INDIA) LIMITED** ("the Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force read with General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively the "MCA Circulars"), and Securities Exchange Board of India, vide its SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed by the members of the **PARAMOUNT COSMETICS (INDIA) LIMITED** ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In accordance with the MCA Circulars, the Notice of Postal Ballot is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Postal Ballot Notice ("Notice") by email to all its members who have registered their email addresses with the Company or Depository Participant(s) ("DPs") and the communication of assent / dissent of the Members will only take place through the remote e-voting system.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process by following the procedure as stated in the said instructions. The remote e-voting period shall commence at 9.00 a.m. (IST) on Monday, December 15, 2025, and shall end at 5.00 p.m. (IST) on Tuesday 13th January 2026. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reason for proposing the same is annexed for your consideration and approval.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company, and the Members can cast their vote using remote e-voting facility only. In accordance with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result of the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Wednesday 14th January 2026 by 5:00 p.m. at the corporate office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange, Bombay Stock Exchange of India Limited (BSE) where Equity Shares of the Company are listed.

The resolution for the purpose as stated herein below is proposed to be passed by remote e-voting:

RESOLUTION 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."

RESOLUTION 2 – APPROVAL FOR SALE OF FIXED ASSETS TO PARAMOUNT KUM KUM PVT. LTD.

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 Topiiwaalla (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 Postal Ballot 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.

RESOLUTION 3: APPROVAL UNDER SECTION 180(1)(A) FOR SALE OF IMMOVABLE PROPERTY

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) 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 Umersadi road, near station,

Umersadi, 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."

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors has appointed M/s. Brajesh Gupta & Co. (Mem No. A33070, COP No. 21306), Practicing Company Secretary as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
3. The Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of CDSL to provide E-voting facility to its members. Detailed instructions on E-voting are given as under.
4. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Friday, 05th December 2025 will receive the Notice through electronic mode only.
5. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company, and the Members can cast their vote using remote e-voting facility only. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company at compliance.officer@parammount.com.
6. A Member cannot exercise his vote by proxy on postal ballot.
7. In accordance with the requirements of MCA Circulars, physical copy of this notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only. **Assent/Dissent received after 5:00 P.M. on Tuesday, 13th January, 2026 would be strictly treated as if reply from the Member(s) has not been received.**
8. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to the Company at 902, PRESTIGE MERIDIAN-I 9TH FLOOR, NO 29, M. G. ROAD BANGALORE - 560001 or by sending an e-mail at compliance.officer@parammount.com
9. **The procedure and instructions for members for voting electronically are as under:**
 - (i) The voting period begins on Monday, 15th December 2025 at 09.00 a.m. and ends on Tuesday, 13th January 2026 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 of Friday, 05th December 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders shall log on to the e-voting website www.evotingindia.com.

(iii) Click on “Shareholders/Members” tab.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details Field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <PARAMOUNT COSMETICS (INDIA) LIMITED> on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) The Scrutinizer will submit the results to the Chairperson after completion of the scrutiny of remote e-voting and the results of the voting by Postal Ballot will be announced on Wednesday, 14th January, 2026 on or before 5:00 p.m. at the Corporate Office of the Company situated at 902, Prestige Meridian-I 9th Floor, No 29, M. G. Road Bangalore 560001 .

(xxii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.parammount.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

(xxiii) The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. **Tuesday, 13th January 2026.**

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

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 Friday 05th December 2025, 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 postal ballot 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 Postal Ballot 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) for Sale of Immovable Property

The Company owns an immovable property situated at 902/1/ A, Pardi Umersadi road, near station, Umersadi, 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) 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 Topiiwaalla
Managing Director
DIN: 01603345

Date: 12.12.2025
Place: Bangalore