



Sec:

August 27, 2019

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Script Code : 517230

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block-G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.

Script Code : PAEL

Dear Sir(s),

**Sub: (i) Intimation of 69th Annual General Meeting and Book Closure.
(ii) Uploading of 69th Annual Report pertaining to the year 2018-2019**

This is to inform you that the Sixty Ninth Annual General Meeting of the Company is scheduled to be held on Thursday 19th day of September, 2019 at 11.00 a.m. at The Victoria Memorial School for the Blind, 73, Tardeo Road, Next to H. P. Petrol Pump, Mumbai 400034.

Further pursuant to Listing Agreement, the Register of Members and Share Transfer books of the Company will remain closed from Friday September 13, 2019 to Thursday September 19, 2019 (both days inclusive) for the purpose of Annual Closing / Annual General Meeting.

We are uploading pdf.file of 69th Annual Report pertaining to the year 2018-2019 and the same is being sent to the shareholders. Both the Notice and the Annual Report will be uploaded on the Company's website.

Request you to kindly take the above on your records.

Thanking you,

Very truly yours,

For PAE Limited

Pritam A. Doshi
Managing Director
DIN:00015302



Attached below is 69th Annual Report pertaining to the year 2018-2019.

PAE LIMITED

Registered office: 69, Tardeo Road, Mumbai - 400 034 • Phone: +91 22 66185799 • Fax: +91 22 66185757 • www.paeltd.com
CIN: L99999MH1950PLC008152

NOTICE

NOTICE is hereby given that the 69th Annual General Meeting of the members of PAE LIMITED will be held on Thursday 19.9.2019 at The Victoria Memorial School for the Blind, 73, Tardeo Road, Next to H.P. Petrol Pump, Mumbai-400034 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESSES:

- To Consider and approve Financial Statements consist of Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date.
- To appoint M/s. R. C. Vakharia & Company, Chartered Accountants, Mumbai, (having Firm Registration no. 111237W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as may be mutually agreed by them with the Board of Directors.

SPECIAL BUSINESS

- To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT Mrs. Priyadarshani Arvind Doshi (holding DIN:02224187), who was appointed by the Board of Director as an Additional Non-Executive Director of the Company with effect from February 13, 2019 in terms of Sections 152, 161(1), of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification) Rules, 2014 and Article 117 (b) Article of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

By Order of the Board of Directors
For PAE Limited

Sd/-
Kritika Nigam
Company Secretary & Compliance Officer

- To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) read with Schedule IV to the Act, Mr. Kapil Ladha (holding DIN:02553022), an Independent Director, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who retires by rotation and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from August 6, 2019 to August 4, 2024.”

CIN:L99999MH1950PLC008152

Regd. Off.: 69, Tardeo Road, Mumbai-400034.

Phone: 022-66185799 Fax No.: 022-66185757.

Web.: www.paeltd.com; Email : investors@paeltd.com

Date: August 14, 2019

Place: Mumbai

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

- The instrument(s) appointing a proxy, if any shall be deposited at the Registered Office of the Company at 69, Tardeo Road, Mumbai-400034 not less than 48 hours before the commencement of the meeting.

A person acting as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights and a member holding more than 10 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.

- Members are requested to intimate the Registrar and Share Transfer Agent of the Company M/s. Link Intime India Private Ltd., immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DP) in respect of equity shares held in dematerialized form.
- Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrar and Share Transfer Agent of the Company.
- The Register of Members and Share Transfer books of the Company will remain closed from 13.09.2019 to 19.09.2019 ((both days inclusive)

The Book closure dates have been fixed in consultation with the Stock Exchanges.

- Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 124(5) and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid Fixed Deposit Amounts remaining unclaimed for a period of seven (7) years from the date it becomes due for payment, in relation to the Fixed Deposit Amount, the Company have to be transferred to IEPF and no claim shall lie against the

Company for the amounts so transferred. Investors who have not yet claimed Fixed Deposit Amount are requested to make their claim without any delay.

- Compulsory Dematerialisation of Securities:

Pursuant to notification dated 8th of June, 2018 towards amendment of SEBI (LODR) Regulations, 2015 with effect from April 01, 2019 the securities held in Physical form shall not be transfer unless the securities are held in Dematerialised form with a depository. Accordingly we hereby intimate to all the shareholders holding shares in Physical form to convert the same in Dematerialised form at the earliest. Also please note that any request for physical transfer shall not be entertained by the Company nor Registrar & Share Transfer Agents.

- According to the Circular nos.17/2011 dated 21.4.2011 and no.18/2011 dated 29.4.2011 on “Green Initiative in Corporate Governance” issued by the Ministry of Corporate Affairs introducing paperless compliances allowing service of documents through electronic mode. The Companies are now permitted to send various notices/documents to its shareholders through electronic mode which would be sufficient compliance under Section 53 of the Companies Act, 1956. In order to support the Green Initiative, Notice of AGM along with the Annual Report 2018-2019 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless Member has requested for a physical copy of the same. Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode.

To support Green Initiative the Members who have not registered their e-mail address are requested to register the same with our Registrars & Transfer Agents, M/s. Link Intime India Pvt. Ltd., C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 or with their respective Depositories.

- Investor Grievance Redressal:

The Company has designated an exclusive e-mail ID viz. investors@paeltd.com to enable investors to register their complaints, if any.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited, on all resolutions set forth in this notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on
1. 16.09.2019 (9.00 a.m. IST) and ends on 18.09.2019 (5.00 p.m. IST).
- During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 12, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Now, select the "PAE Limited" form the drop down menu and click on "SUBMIT"
- (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 which is printed on Attendance Slip indicated 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 OR Date of Birth (DOB)	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"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 PAE 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 same password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) **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 Corporate.
- 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 they have to create a user who 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.

- (xix) 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.

In case of member receiving the physical copy:

- (A) Please follow all steps from sl. no.(i) to sl. No (xviii) above to cast vote.
- (B) The voting period begins on :
- a. 16.09.2019 (9.00 a.m. IST) and ends on 18.09.2019

During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 13, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut – off date and not casting

- their votes electronically, may cast their vote at the AGM venue, facility will be available at the venue. The results of e-voting will be placed by the Company on the website: www.paeltd.com within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
10. The resolutions proposed will be deemed to have been passed on the date of AGM subject to receipt of number of votes in favour of the resolutions.
11. M/s. Leena Agrawal & Co., Practicing Company Secretary, (Membership No.: FCS 6607) has been appointed as the Scrutinizer to scrutinize the e-voting process.
12. In terms of Clause 35B of the Listing Agreement, those members, who do not access to e-voting facility, may send their assent or dissent in writing on the Ballot Form sent along with this AGM Notice so as to reach the Scrutinizer at the Address- M/s. Leena Agrawal & Co., Practicing Company Secretary, (Membership No.: FCS 6607) C/o. Link Intime India Private Limited (Unit: PAE Limited), at C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 on or before 17.09.2019 (IST 5.00 p.m.) Ballot Form received after 17.09.2019 will be treated as the reply from the member has not been received.
13. Voting will be provided to the members through e-voting and / or at the venue of the Meeting. A member can opt for only one mode of voting i.e. either through e-voting or ballot If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
14. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered office on all working days of the Company between 10.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting except Saturday, Sundays and Public holidays.

**By Order of the Board of Directors
For PAE Limited**

**Sd/-
Kritika Nigam
Company Secretary & Compliance Officer**

Date: August 14, 2019
Place: Mumbai

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 IS ANNEXED HEREWTO.

Item No. 3

A Short brief about the Additional (Non Executive) Director is mentioned below:

Mrs Priyadarshini Arvind Doshi holding DIN No 02224187 was appointed as an Additional Director in the Board Meeting held on 13.02.2019 She was appointed for a period of 5 years w.e.f 13.02.2019 to 12.02.2024, subject to approval of shareholders. However she being appointed at the Board meeting her tenure ceases at the ensuing AGM until reappointed.

Mrs. Priyadarshani Arvind Doshi is 50 years by age and has a vast experience in teaching. She has worked as Senior Graphic designer in Business India Publications. She was a founder of Konzept Graphics of her own multi-specialty design studio.

Notice has been received from a Member signifying his intention to propose the name of Mrs. Priyadarshani Arvind Doshi for appointment as a Director of the Company.

She is currently holding directorship in three other Private Limited Companies i.e. Rajubai Consultancy Private Limited, Quark Solar Private Limited (Formerly known as PAE Renewables Pvt. Ltd., and Tantraa Eventainers Private Limited.

Except, Mr. Pritam A. Doshi and Mrs. Sohini P. Doshi, Mr Arvind Doshi and Mrs. Priyadarshani A. Doshi an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise.

The Ordinary Resolution is recommended by the Board of Directors for the approval of the Shareholders.

Item No. 4

Pursuant to the provisions of section 149 152 of the Companies Act, 2013 ("2013 Act"). Mr Kapil Ladha having DIN No.02553022 was appointed as an independent Director The Board of Directors at its meeting held on August 06,2019 appointed him for a period of 5 years w.e.f August 06, 2019 to August 5,2024, subject to approval of shareholders. However he being appointed at the Board meeting as an additional Director his tenure ceases at the ensuing AGM until reappointed.

A Short brief note about the Additional (Non Executive) Independent Director is mentioned below:-

Mr. Kapil Ladha is a Chartered Accountant and expert in business acquisition. He is 41 years by age and appointed as Director of the Company w.e.f. August 5, 2019. He has a vast experience in the field of Finance and in Business. He currently holds directorship in five Private Limited Companies.

Notice has been received from a Member signifying his intention to propose the name of Mr. Kapil Ladha for appointment as an Independent Director of the Company.

In terms of Section 149 and any other applicable provisions of the 2013 Act, Mr. Kapil Ladha being eligible and offering himself for appointment, is proposed to be as an Independent Director on the Board of the Company for five consecutive years for a term upto August 4, 2024.

Except, Mr. Kapil Ladha an appointee none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise.

The Ordinary Resolution is recommended by the Board of Directors for the approval of the Shareholders.

**By Order of the Board of Directors
For PAE Limited
Sd/-
Kritika Nigam
Company Secretary & Compliance Officer**

**August 14, 2019
Place:** Mumbai.

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING:

(In pursuance of regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

Name of Director	Mrs.Priyadarshani Arvind Doshi	Kapil Ladha
DIN	02224187	02553022
Date of Birth	11.01.1969 (50 years)	31-07-1978 (41 years)
Date of Initial Appointment	13.02.2019	06.08.2019
Expertise in specific functional areas	Mrs. Priyadarshani Arvind Doshi has a vast experience in teaching. She has worked as Senior Graphic designer in Business India Publications. She was a founder of Koncept Graphics of her own multi-specialty design studio.	Finance and Business Acquisition
Qualifications	Master in Fine Arts from USA (Visual Communication) from Memphis College of Arts, Memphis, TN USA. Bachelor degree of Fine Arts (Commercial Art) from a reputed Sir J. J. School of Applied Arts, Mumbai.	Chartered Accountants
Terms and conditions of appointment/re-appointment	5 years	5 years
Remuneration last drawn (including sitting fees if any)	Nil	Nil
Remuneration proposed to be paid except sitting fees and commission.	Nil	Nil
No. of Meetings of the Board attended during the year	1 meeting as she is appointed as on 13.2.2019	Nil as he is appointed as on 6.8.2019
Shareholding in the Company as on March 31, 2019.	100 shares	Acumen Business Consultancy Pvt. Limited 5000 share @ 10 Anand Housing Finance Pvt. Limited 750000 Share @10 Arman Housing Finance Pvt. Limited 5000 share @10