

CORPORATE OFFICE :
1, KAPADIA CHAMBER,
1ST CINEMA ROAD, MUMBAI - 400020.
CIN No. L24232MP1989PLC005390
Tel : 022-22084282, 43454200 / 14
Fax No. (91) 022-2206 3929
E-mail : poltd@vsnl.com
Website : <http://www.panchsheelorganics.com>



**Panchsheel
Organics
Limited**
MFGRS. OF: BULK DRUGS
& FORMULATIONS

May 05, 2022

BSE Limited,
P. J. Tower, Dalal Street,
Fort, Mumbai - 400 001.

Dear Sir,

Scrip Code: 531726

Sub: Notice of Extra-ordinary General Meeting to be held on May 27, 2022

Please find enclosed the Notice convening the 1st Extra-ordinary General Meeting of the members of the Company for the financial year 2022-23, scheduled to be held on Friday, May 27, 2022.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Panchsheel Organics Limited

Mahendra A. Turakhia
Managing Director
DIN: 00006222

Encl.: as above.



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Notice of Extra-Ordinary General Meeting

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of Panchsheel Organics Limited will be held on Friday, May 27, 2022, at 4.00 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following Special business:

1. ISSUANCE OF 16,01,510 EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 23, 42, 62(1)(c) and all other applicable provisions & rules made there under, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreement entered into by the Company with BSE Limited, on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations"), the Foreign Exchange Management Act, 1999 and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities"), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, offer, issue, and allot up to 16,01,510 (Sixteen Lakh One Thousand Five Hundred Ten Only) fully paid up equity shares of face value of Rs. 10/- each at an Issue Price of Rs. **170.20/- each** (Rupees One Hundred Seventy point Twenty Paise Only) per equity share or at such price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations to the following Investor (the "Allottee") by way of Preferential Allotment on a Private Placement basis ("Preferential Allotment"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

SR. NO.	NAME OF INVESTOR	CATEGORY OF INVESTOR	PREFERENTIAL ISSUE (EQUITY SHARES)
1	ABHINAV BANTHIA	NON-PROMOTER	58,750

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2	POOJA ARORA	NON-PROMOTER	50,000
3	TRADEX INDIA CORPORATION (P) LTD	NON-PROMOTER	35000
4	BASUDEO AGARWAL	NON-PROMOTER	25,000
5	ANSH VIRDI	NON-PROMOTER	25,000
6	BHARGAV KARTIK TUNUGUNTLA	NON-PROMOTER	25,000
7	BALAKRISHNAN SRINIVASA RANGAN	NON-PROMOTER	25,000
8	SUBHASH CHAND BAPNA	NON-PROMOTER	23,530
9	KHUSHBOO RATHI	NON-PROMOTER	23,530
10	VIJAY BIYANI	NON-PROMOTER	20,000
11	SWARN KANTA	NON-PROMOTER	18,000
12	UJJWAL MAHAJAN	NON-PROMOTER	17,700
13	DHARNI ONLINE SERVICES (P) LTD.	NON-PROMOTER	15,000
14	VINAY BHATIA	NON-PROMOTER	15,000
15	DVITIYA FINANCIAL ADVISORY SERVICES LLP	NON-PROMOTER	15,000
16	AYUSH TANDON	NON-PROMOTER	12,000
17	TANVI MAHAJAN	NON-PROMOTER	12,000
18	VISHAL SETHI	NON-PROMOTER	10,000
19	MURLI MANOHAR LAHOTI	NON-PROMOTER	6,000
20	PRASHANT MISHRA	NON-PROMOTER	10,000
21	REKHA GUNAVANTH KUMAR	NON-PROMOTER	25,000
22	SCM INDIA PVT. LTD.	NON-PROMOTER	50,000
23	NEHA BHAVESH NANDANI	NON-PROMOTER	50,000
24	MAMTA RAKESH NAHAR	NON-PROMOTER	40,000
25	JOSHI SIDDHARTH SATISHBHAI	NON-PROMOTER	20,000
26	GAURAV SINGH	NON-PROMOTER	20,000
27	KISHORE G. SHAH	NON-PROMOTER	25,000
28	PUSHPA K SHAH	NON-PROMOTER	25,000
29	A G. MEHTA HUF	NON-PROMOTER	10,000
30	SAMIR R MEHTA HUF	NON-PROMOTER	10,000
31	DHVANI HEMANG SHAH	NON-PROMOTER	10,000

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32	JAI SHANKAR RAGHAVA CHANDRA	NON-PROMOTER	10,000
33	SELVARAJ PERIA RAJESH KANNAN	NON-PROMOTER	10,000
34	RAJNIKANT MEGHJI SHAH HUF	NON-PROMOTER	15,000
35	MONA BAJAJ	NON-PROMOTER	30,000
36	BHUTRA VENTURES (P) LTD.	NON-PROMOTER	30,000
37	PANNA MEHTA	NON-PROMOTER	10,000
38	GUNCHANDRA MEHTA HUF	NON-PROMOTER	10,000
39	P ANITHA	NON-PROMOTER	25,000
40	VENKATA SATISH PATCHIGOLLA	NON-PROMOTER	20,000
41	PREMAL JOGENDRA THAKKER	NON-PROMOTER	13,500
42	JOGENDRA CHANDRAKANT THAKKER	NON-PROMOTER	13,500
43	VIVEK N CHANDAN	NON-PROMOTER	25,000
44	KAPIL AHUJA	NON-PROMOTER	100,000
45	H PADMA JAIN	NON-PROMOTER	6,000
46	VIJAYRAJ K JAIN	NON-PROMOTER	10,000
47	BHUTRA VENTURES (P) LTD.	NON-PROMOTER	6,000
48	ANAND KUMAR	NON-PROMOTER	10,000
49	POOJAN SHAH	NON-PROMOTER	10,000
50	PRAKASH BHOORCHAND SHAH	NON-PROMOTER	10,000
51	SHAILJA RUNGTA	NON-PROMOTER	50,000
52	ALOK HARLALKA	NON-PROMOTER	10000
53	POOJA HARLALKA	NON-PROMOTER	10000
54	ANITA HARLALKA	NON-PROMOTER	10000
55	ALOK HARLALKA HUF	NON-PROMOTER	10000
56	ARVIND HARLALKA HUF	NON-PROMOTER	10000
57	RAKHI AGARWAL	NON-PROMOTER	50000
58	MANOJ SITARAM AGARWAL	NON-PROMOTER	50000
59	UTKARSH AGARWAL	NON-PROMOTER	50000
60	GITA GUPTA	NON-PROMOTER	10000
61	SHWETA MAHESHWARI	NON-PROMOTER	10000

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62	VISHAL JALAN	NON-PROMOTER	15000
63	PRIYANKA MITTAL	NON-PROMOTER	10000
64	RITU VIJAY PODDAR	NON-PROMOTER	10000
65	RAJKUMARI HARLALKA	NON-PROMOTER	10000
66	AJIT KUMAR JAIN	NON-PROMOTER	20000
67	THE PATNA ELECTRIC SUPPLY COMPANY LIMITED	NON-PROMOTER	20000
68	KASHYAP PRAVIN MODI HUF	NON-PROMOTER	10000
69	PRAVIN V MODY HUF	NON-PROMOTER	10000
70	HIRAL KASHYAP MODY	NON-PROMOTER	10000
71	ANURAG NOPANY	NON-PROMOTER	10000
72	RAHUL MANDAWEWALA	NON-PROMOTER	10000
73	DHIREN R DAVE	NON-PROMOTER	10000
74	ARVIND HARLALKA	NON-PROMOTER	10000
75	SUMIT BINANI HUF	NON-PROMOTER	10000
76	ANJU SANGHI	NON-PROMOTER	10000
77	GIRISH V SHAH	NON-PROMOTER	5,000
78	RASHMI G SHAH	NON-PROMOTER	5,000
79	RAJ G SHAH	NON-PROMOTER	5,000
80	PRIYAL SHAH	NON-PROMOTER	5,000
81	USHA NARENDRA MEHTA	NON-PROMOTER	10,000
82	MASOOD HASAN DARIWALA	NON-PROMOTER	10,000
83	NABA KRUSHNA DASH	NON-PROMOTER	6,000
84	FARAH SHAPUR DILKHUSH	NON-PROMOTER	10,000
85	BASANT SHRIVASTAVA	NON-PROMOTER	5,000
86	GURVINDERSINGH SURI	NON-PROMOTER	2,500
87	BHARAT AJWANI	NON-PROMOTER	2,500

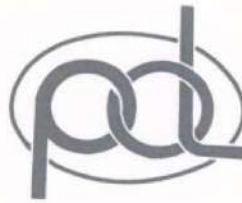
RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following terms and conditions:

a. The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the Date of Allotment hereof.

b. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.

c. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;

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d. Allotment of the Equity Shares shall only be made in dematerialized form;

e. The 'Relevant Date' for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is 27th April ,2022, being the date, which is 30 days prior to the date of EGM i.e., 27th day of May,2022;

f. The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval;

g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any.

h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further Consent or Approval of the Members

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of Private Placement Offer is recorded in Form PAS-5 for the Issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Directors, Chief Financial Officer of the Company and Company Secretary be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person on their behalf to:

a. To make application(s) to the Stock Exchanges for obtaining In-principle approval for Issuance of the Subscription and Listing of the Shares;

b. To file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other Statutory Authority for and on behalf of the Company;

c. To represent the Company before any Government / Regulatory Authorities;

d. To appoint any merchant bankers or other professional advisors, consultants and legal advisors, if needed,

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e. To execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing Resolutions, including any Forms and Documents that may be required to be filed with the concerned Registrar of Companies and other concerned Regulatory Authorities and to resolve and settle any questions and difficulties that may arise in the proposed Issue, Offer and Allotment of the Shares, utilization of Issue Proceeds, as may be required.

2. ISSUANCE OF 13,50,000 (THIRTEEN LAKH FIFTY THOUSAND) WARRANTS CONVERTIBLE INTO EQUITY SHARES TO NON PROMOTERS AND PROMOTER & PROMOTER GROUP OF THE COMPANY ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchange where the shares of the Company are listed i.e. BSE Limited, or any other Authority/ Body and enabling provisions in the Memorandum and Articles of Association of the Company and the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotions, as amended and replaced from time to time (FDI Policy) and subject to necessary Approvals, Sanctions, Permissions of Appropriate Statutory/Regulatory and / or other Authorities and Persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such Approvals / Sanctions /Permissions and / or Consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this Resolution), Consent of the Members of the Company be and is hereby accorded to Create, Issue, Offer and Allot, from time to time, in one or more tranches, upto 13,50,000 (Thirteen Lakh Fifty Thousand Only) Convertible Warrants ("Warrants") at a price of Rs. 170.20/- (Rupees One Hundred Seventy point Twenty Paise only) per Warrant or at such price as may be determined in accordance with Regulation 164 of Securities and Exchange Board of India Regulations 2018 ("SEBI ICDR Regulations") with a Right to the Warrant Holders to apply for and be allotted 13,50,000 (Thirteen Lakh Fifty Thousand Only) Equity Share of the Face Value of Re. 10/- each of the Company ("Equity Shares") at a premium of Rs. 160.20/- per share for each Warrant within a period of 18 (Eighteen) months from the date of Allotment of the Warrants, on such terms and conditions as the Board may think fit, by way

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of preferential allotment on a private placement basis to the following allottees forming part of the Promoters, Promoter's Group and Non Promoters (hereinafter referred to as the "Proposed Allottees")

SR. NO.	NAME OF ALLOTTEE/ PROPOSED ALLOTTEES	CATEGORY	NUMBER OF WARRANTS PROPOSED TO BE ISSUED (UPTO)
1	MAHENDRA ABHAYCHAND TURAKHIA	PROMOTER	150,000
2	KISHOR ABHAYCHAND TURAKHIA	PROMOTER	150,000
3	RAJESH ABHECHAND TURAKHIA	PROMOTER	150,000
4	TURAKHHIA RAJESH ABHAYCHAND HUF	PROMOTER	50,000
5	TURAKHIA MAHENDRA ABHAYCHAND HUF	PROMOTER	50,000
6	ARUN KUMAR GANERIWALA	NON -PROMOTER	100,000
7	JAYENDRA A GANDHI	NON -PROMOTER	50,000
8	SWEETY KHEMCHAND JAISWAL	NON -PROMOTER	50,000
9	SANDEEP KUMAR HISARIA	NON-PROMOTER	150,000
10	INDIA EQUITY FUND 1	NON-PROMOTER	150,000
11	FARAH SHAPUR DILKHUSH	NON-PROMOTER	150,000
12	REKHA GUNAVANTH KUMAR	NON-PROMOTER	50,000
13	FORESIGHT HOLDINGS PVT LTD FORESIGHT	NON-PROMOTER	50,000
14	SALIM PYARLI GOVANI	NON-PROMOTER	50,000
15	GINNI FINANCE PRIVATE LIMITED	NON-PROMOTER	50,000

RESOLVED FURTHER THAT the "Relevant Date" for this Proposed Issue of Warrants in accordance with the SEBI ICDR Regulations shall be April 27, 2022 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Issue of Warrants shall be subject to the following terms and conditions:

- a. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly Issue and Allot the corresponding number of Equity Shares of Face Value of Re. 10/- each to the Warrant holders
- b. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and Allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

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- c. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Shareholder(s) of the Company.
- d. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of Allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- e. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the Relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable Laws, Rules and Regulations.
- f. The Equity Shares so Allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- g. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further Consent or Approval of the Members

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of Private Placement Offers is recorded in Form PAS-5 for the Issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Directors, Chief Financial Officer of the Company and Company Secretary be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person on their behalf to:

- a. To make application(s) to the Stock Exchanges for obtaining In-principle approval for Issuance of the Subscription and Listing of the Shares;
- b. To file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other Statutory Authority for and on behalf of the Company;
- c. To represent the Company before any Government / Regulatory Authorities;
- d. To appoint any merchant bankers or other professional advisors, consultants and legal advisors, if needed
- e. To execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of,

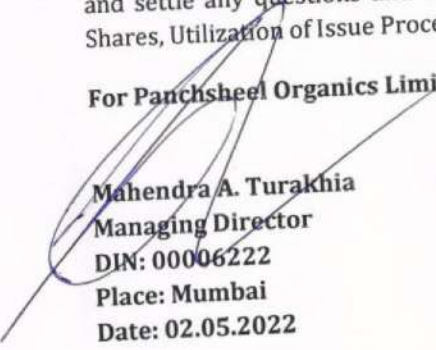
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and to give effect to the foregoing Resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned Regulatory Authorities and to resolve and settle any questions and difficulties that may arise in the proposed Issue, Offer and Allotment of the Shares, Utilization of Issue Proceeds, as may be necessary.

For Panchsheel Organics Limited


Mahendra A. Turakhia
Managing Director
DIN: 00006222
Place: Mumbai
Date: 02.05.2022

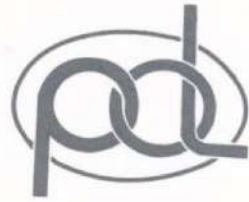




NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Extra Ordinary General Meeting (EGM), is annexed hereto
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available for 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/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://panchsheelorganics.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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9. The company has appointed Mrs. Pooja Gandhi, Company Secretary, as scrutinizer for conducting E-voting process and voting process at the time of meeting in a fair and transparent manner

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, May 24, 2022 at 9.00 A.M. and ends on Thursday, May 26, 2022 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20.05.2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20.05.2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at

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<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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders
 holding securities in demat
 mode with CDSL

- 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com> and click on New System Myeasi.
- 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- 3) If the user is not registered for Easi/Easiest, option to register is available at

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	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43



B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and



EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspoojaparekh@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliance@panchsheelorganics.com



2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (compliance@panchsheelorganics.com)
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

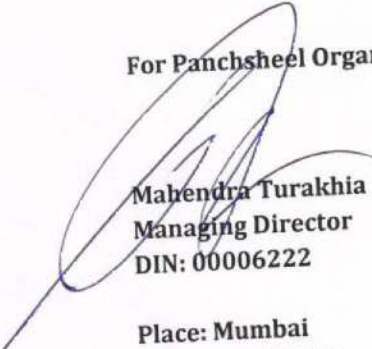
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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@panchsheelorganics.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves before 19.05.2022 as a speaker will only be allowed to express their views/ask questions during the meeting.

For Panchsheel Organics Limited


Mahendra Turakhia
Managing Director
DIN: 00006222



Place: Mumbai
Date: 02.05.2022

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Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item 1:

With the intent of meeting the capital requirements of the Company and for the ease of operations, it is proposed that equity shares of the Company be issued to following Investors on a preferential basis, at a price of Rs. 170.20/- per equity share (including a premium of 160.20/- per equity share), in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (SEBI ICDR Regulations) and in compliance with Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on May 2, 2022, accorded its approval to the said preferential issue of equity shares. The issue price of the equity shares is not less the price as may be determined in accordance with the ICDR Regulations.

The following details of the proposed preferential issue of the Equity Shares are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The object of the preferential issue is to fund future capex requirements, augment the manufacturing capacity and for general corporate purpose.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on May 2, 2022 had approved the preferential issue, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of:

Equity Shares to Non Promoters:

1601,510 (Sixteen Lakh One Thousand Five Hundred Ten) Equity Shares at an issue price of Rs. 170.20/- (Rupees One Hundred Seventy and Twenty paise Only) each (including premium of Rs. 160.20/- (Rupees One Hundred Sixty and Twenty paise per equity share) aggregating up to Rs. 27,25,77,002/- (Twenty Seven Crore Twenty Five Lakh Seventy Seven Thousand Two only) for consideration in cash at such price being not less than the minimum price as on the "Relevant Date" determined in accordance with chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Equity Shares are proposed to be issued at an issue price of Rs. 170.20/- (Rupees One Hundred Seventy and Twenty paise Only) each (including premium of Rs. 160.20/- (Rupees One Hundred Sixty point Twenty paise per equity share) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

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D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchange viz. BSE Limited and are frequently traded in accordance with the ICDR Regulations.

In terms of the applicable provisions of ICDR Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

A] Average of the volume weighted average price (VWAP) of the equity shares of Company quoted on the BSE Limited during the 90 trading days preceding the relevant date (considering relevant date as April 27, 2022); or

B] Average of the volume weighted average price (VWAP) of the equity shares of Company quoted on the BSE Limited during the 10 trading days preceding the relevant date (considering relevant date as April 27, 2022)

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

The issue price is Rs. 170.20/- (Rupees One Hundred Seventy and Twenty Paise only) per Equity Share the said issue price is higher than the minimum price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

E. Relevant date with reference to which the price has been arrived at:

Wednesday, April 27, 2022, being 30 days prior to the date of this Extraordinary General Meeting i.e. Friday, May 27, 2022.

F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allotees belonging to Non-Promoter as detailed in point I below.

G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the Promoters / Directors / Key Managerial Person intends to subscribe to the Preferential Issue of Equity Shares.

H. Proposed time within which the allotment shall be completed:

The Company will issue and allot Equity Shares within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allotees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen)

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days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

I. The identity of the proposed allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Equity Shares by way of preferential issue to the Non Promoter - Public category for cash as per the details given herein below:

SR. NO.	PROPOSED ALLOTTEE	ULTIMATE BENEFICIAL OWNER	NO OF SHARES TO BE ALLOTTED	PRE HOLDING SHARES	% OF PRE HOLDING	POST HOLDING SHARES	% OF POST HOLDING
1	ABHINAV BANTHIA	NOT APPLICABLE	58,750	--	--	58,750	0.452539
2	POOJA ARORA	NOT APPLICABLE	50,000	--	--	50,000	0.385139
3	TRADEX INDIA CORPORATION (P) LTD	AJAY KUMAR GUPTA	35000	1000	0.009969	36000	0.277300
4	BASUDEO AGARWAL	NOT APPLICABLE	25,000	--	--	25000	0.19257
5	ANSH VIRDI	NOT APPLICABLE	25,000	--	--	25000	0.19257
6	BHARGAV KARTIK TUNUGUNTLA	NOT APPLICABLE	25,000	--	--	25000	0.19257
7	BALAKRISHNAN SRINIVASA RANGAN	NOT APPLICABLE	25,000	-	--	25,000	0.19257
8	SUBHASH CHAND BAPNA	NOT APPLICABLE	23,530	--	--	23,530	0.181247
9	KHUSHBOO RATHI	NOT APPLICABLE	23,530	---	--	23,530	0.181247
10	VIJAY BIYANI	NOT	20,000	---	--	20,000	0.154056

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**Panchsheel
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**MFGRS. OF: BULK DRUGS
 & FORMULATIONS**

		APPLICABLE					
11	SWARN KANTA	NOT APPLICABLE	18,000	40000	0.398771	58000	0.446761
12	UJJWAL MAHAJAN	NOT APPLICABLE	17,700	--	--	17700	0.136339
13	DHARNI ONLINE SERVICES (P) LTD.	HEMANT DHARNI DHARKA	15,000	--	--	15000	0.115542
14	VINAY BHATIA	NOT APPLICABLE	15,000	--	--	15000	0.115542
15	DVITIYA FINANCIAL ADVISORY SERVICES LLP	SATYAM BHASIN, KAMINI BHASIN, GEETANJALI BHASIN.	15,000	---	---	15000	0.115542
16	AYUSH TANDON	NOT APPLICABLE	12,000	--	---	12000	0.092433
17	TANVI MAHAJAN	NOT APPLICABLE	12,000	--	---	12000	0.092433
18	VISHAL SETHI	NOT APPLICABLE	10,000	--	---	10000	0.077028
19	MURLI MANOHAR LAHOTI	NOT APPLICABLE	6,000	--	--	6000	0.046217
20	PRASHANT MISHRA	NOT APPLICABLE	10,000	4	0.0000	10004	0.077028
21	REKHA GUNAVANTH KUMAR	NOT APPLICABLE	25,000	--	--	25000	0.577709
22	SCM INDIA PVT. LTD.	BHAVESH NANDANI	50,000	--	--	50000	0.385139
23	NEHA BHAVESH NANDANI	NOT APPLICABLE	50,000	---	--	50000	0.385139

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24	MAMTA RAKESH NAHAR	NOT APPLICABLE	40,000	--	--	40000	0.308112
25	JOSHI SIDDHARTH SATISHBHAI	NOT APPLICABLE	20,000	700	0.006978	20700	0.15944
26	GAURAV SINGH	NOT APPLICABLE	20,000	635	0.006330	20635	0.158947
27	KISHORE G. SHAH	NOT APPLICABLE	25,000	--	--	25000	0.19257
28	PUSHPA K SHAH	NOT APPLICABLE	25,000	--	--	25000	0.19257
29	A G. MEHTA HUF	KARTA A.G. MEHTA	10,000	--	--	10000	0.077028
30	SAMIR R MEHTA HUF	KARTA-SAMIR MEHTA	10,000	--	--	10000	0.077028
31	DHVANI HEMANG SHAH	NOT APPLICABLE	10,000	--	--	10000	0.077028
32	JAI SHANKAR RAGHAVA CHANDRA	NOT APPLICABLE	10,000	--	--	10000	0.077028
33	SELVARAJ PERIA RAJESH KANNAN	NOT APPLICABLE	10,000	--	--	10000	0.077028
34	RAJNIKANT MEGHJI SHAH HUF	NOT APPLICABLE	15,000	--	---	15000	0.115542
35	MONA BAJAJ	NOT APPLICABLE	30,000	--	--	30000	0.231084
36	BHUTRA VENTURES (P) LTD.	ABHISEK BHUTRA, PRIYA BHUTRA	30,000	--	--	30000	0.231084
37	PANNA MEHTA	NOT APPLICABLE	10,000	--	--	10000	0.077028
38	GUNCHANDRA MEHTA HUF	KARTA-GUNCHANDRA	10,000	--	--	10000	0.077028

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		MEHTA					
39	P ANITHA	NOT APPLICABLE	25,000	--	--	25000	0.19257
40	VENKATA SATISH PATCHIGOLLA	NOT APPLICABLE	20,000	--	--	20000	0.154056
41	PREMAL JOGENDRA THAKKER	NOT APPLICABLE	13,500	--	--	13500	0.103988
42	JOGENDRA CHANDRAKANT THAKKER	NOT APPLICABLE	13,500	--	--	13500	0.103988
43	VIVEK N CHANDAN	NOT APPLICABLE	25,000	--	---	25000	0.19257
44	KAPIL AHUJA	NOT APPLICABLE	100,000	--	--	100000	0.770279
45	H PADMA JAIN	NOT APPLICABLE	6,000	--	--	6000	0.046217
46	VIJAYRAJ K JAIN	NOT APPLICABLE	10,000	--	---	10000	0.077028
47	BHUTRA VENTURES (P) LTD.	ABHISEK BHUTRA, PRIYA BHUTRA	6,000	--	---	6000	0.046217
48	ANAND KUMAR	NOT APPLICABLE	10,000	735	0.007327	10735	0.082689
49	POOJAN SHAH	NOT APPLICABLE	10,000	--	--	10000	0.077028
50	PRAKASH BHOORCHAND SHAH	NOT APPLICABLE	10,000	--	--	10000	0.077028
51	SHAILJA RUNGTA	NOT APPLICABLE	50,000	--	--	50000	0.385139
52	ALOK HARLALKA	NOT	10000	--	--	10000	0.077028

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		APPLICABLE					
53	POOJA HARLALKA	NOT APPLICABLE	10000	--	--	10000	0.077028
54	ANITA HARLALKA	NOT APPLICABLE	10000	--	--	10000	0.077028
55	ALOK HARLALKA HUF	KARTA- ALOK HARLALKA	10000	--	--	10000	0.077028
56	ARVIND HARLALKA HUF	KARTA- ARVIND HARLALKA	10000	--	--	10000	0.077028
57	RAKHI AGARWAL	NOT APPLICABLE	50000	--	--	50000	0.385139
58	MANOJ SITARAM AGARWAL	NOT APPLICABLE	50000	--	--	50000	0.385139
59	UTKARSH AGARWAL	NOT APPLICABLE	50000	--	--	50000	0.385139
60	GITA GUPTA	NOT APPLICABLE	10000	--	--	10000	0.077028
61	SHWETA MAHESHWARI	NOT APPLICABLE	10000	--	--	10000	0.077028
62	VISHAL JALAN	NOT APPLICABLE	15000	--	--	10000	0.115542
63	PRIYANKA MITTAL	NOT APPLICABLE	10000	--	--	10000	0.077028
64	RITU VIJAY PODDAR	NOT APPLICABLE	10000	--	--	10000	0.077028
65	RAJKUMARI HARLALKA	NOT APPLICABLE	10000	--	--	10000	0.077028
66	AJIT KUMAR JAIN	NOT APPLICABLE	20000	--	--	20000	0.154056
67	THE PATNA ELECTRIC SUPPLY COMPANY	VISHAL KUMAR	20000	--	--	20000	0.154056

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	LIMITED	SHARMA					
68	KASHYAP PRAVIN MODI HUF	KARTA- KASHYAP PRAVIN MODI	10000	--	--	10000	0.077028
69	PRAVIN V MODY HUF	KARTA- PRAVIN V MODY	10000	--	--	10000	0.077028
70	HIRAL KASHYAP MODY	NOT APPLICABLE	10000	--	--	10000	0.077028
71	ANURAG NOPANY	NOT APPLICABLE	10000	--	--	10000	0.077028
72	RAHUL MANDAWEWALA	NOT APPLICABLE	10000	--	--	10000	0.077028
73	DHIREN R DAVE	NOT APPLICABLE	10000	--	---	10000	0.077028
74	ARVIND HARLALKA	NOT APPLICABLE	10000	--	---	10000	0.077028
75	SUMIT BINANI HUF	KARTA- SUMIT BINANI	10000	--	--	10000	0.077028
76	ANJU SANGHI	NOT APPLICABLE	10000	--	--	10000	0.077028
77	GIRISH V SHAH	NOT APPLICABLE	5,000	--	---	5000	0.038514
78	RASHMI G SHAH	NOT APPLICABLE	5,000	--	--	5000	0.038514
79	RAJ G SHAH	NOT APPLICABLE	5,000	--	--	5000	0.038514
80	PRIYAL SHAH	NOT APPLICABLE	5,000	--	--	5000	0.038514
81	USHA NARENDRA MEHTA	NOT APPLICABLE	10,000	--	--	10000	0.077028
82	MASOOD HASAN	NOT	10,000	--	--	10000	0.077028



	DARIWALA	APPLICABLE					
83	NABA KRUSHNA DASH	NOT APPLICABLE	6,000	--	---	6000	0.046217
84	FARAH SHAPUR DILKHUSH	NOT APPLICABLE	10,000	---	--	10,000	1.232446
85	BASANT SHRIVASTAVA	NOT APPLICABLE	5,000	--	--	10,000	0.038514
86	GURVINDERSINGH SURI	NOT APPLICABLE	2,500	102	0.024923	2602	0.201344
87	BHARAT AJWANI	NOT APPLICABLE	2,500	--	--	2500	0.019257
	TOTAL		1601510				

J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure A to the Notice.

K. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 01, 2022 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2022-23 will not exceed the limit specified in the Act and Rules made thereunder.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

However, A report from Registered Valuer CA Payal Gada, has been obtained justifying the price of Equity Shares & Warrants.

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N. Lock-in Period:

The Warrants and Equity shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

O. Requirements as to re-computation of price:

Since the company's Equity Shares are listed on a recognized Stock Exchange for more than ninety days prior to the Relevant Date, there is no need for the company to re-compute the price of Equity Shares to be issued and therefore, the company is not required to submit the undertakings specified under the relevant provisions of the ICDR Regulations.

P. Certificate from Statutory Auditors:

The Company will obtain a certificate issued from Statutory Auditors certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company at <https://panchsheelorganics.com> to facilitate online inspection of relevant documents until the end of EGM.

Q. Disclosure pertaining to wilful defaulters and fugitive economic offender:

- a. Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.
- b. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

R. Other Disclosures:

- a. The Equity shares arising out of conversion of warrants into Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The Proposed Allottees have not sold Equity Shares of the Company in the 6 (Six) months preceding the Relevant Date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
- c. The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.
- d. The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No.1 in the accompanying notice for your approval.
- e. None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mahendra Turakhia, Kishore Turakhia, Rajesh Turakhia, Turakhia Mahendra Abhaychand HUF, Turakhia Rajesh Abhaychand HUF and their relatives who intend to subscribe to the preferential issue of

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Warrants are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

Item 2:

ISSUE OF 13,50,000 (THIRTEEN LAKH FIFTY THOUSAND) FULLY PAID UP WARRANTS ON PREFERENTIAL BASIS TO PROMOTERS, PROMOTER GROUP & OTHER INVESTORS :

In order to meet the needs of growing business of the Company, including long term capital requirements, working capital requirements and for other corporate general purpose which are permitted by applicable Laws, the Board of Directors of the Company in its meeting held on May 2, 2022 accorded its approval for raising funds through Issuance of upto 13,50,000(THIRTEEN LAKH FIFTY THOUSAND Only) Warrants each Convertible into or exchangeable for One (1) Equity Share having face value of Re. 10/- each at a issue price of Rs. 170.20/- (including the premium of Rs.160.20/- each) or at such price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations to the proposed allottees, being Promoters, Member of Promoter Group or other Investors of the Company on a preferential basis by way of private placement subject to Approval of the Members of the Company.

Accordingly, the Company proposes to issue and allot Convertible Warrants to Promoters and Non Promoters, other Investors:

13,50,000 Convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 170.20/- per warrant, such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations aggregating up to Rs. 22,97,70,000 (Rupees Twenty Two Crore Ninety Seven Lakh Seventy Thousand Only).

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Companies Act") further read with provisions of Chapter V - "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the convertible warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations.

A. The object / purpose of the preferential issue:

The object of the preferential issue is to fund future capex requirements, augment the manufacturing capacity and for general corporate purpose.

The Members are further informed that the object of the issue of the Convertible Warrants by way of the proposed preferential offer as mentioned above is to strengthen the financial position of the Company which may increase net worth of the Company. The Board of Directors of the Company have decided to issue Convertible Warrants which is in best interest of the Company.

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B. The total number of shares or other securities to be issued:

The Board, at its meeting held on May 2, 2022 had approved the preferential issue, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment .

Convertible Warrants to Promoters & Promoter Group & Non Promoters/ Investors:

13,50,000 Convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 170.20/- per warrant, such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations aggregating up to Rs. 22,97,70,000 (Rupees Twenty Two Crore Ninety Seven Lakh and Seventy Thousand Only).

C. The price or price band at / within which the allotment is proposed:

The Convertible Warrants are proposed to be issued at an issue price of Rs. 170.20/- (Rupees One Hundred Seventy and Twenty Paise only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchange viz. BSE Limited and are frequently traded in accordance with the ICDR Regulations.

In terms of the applicable provisions of ICDR Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

A] Average of the volume weighted average price (VWAP) of the equity shares of Company quoted on the BSE Limited during the 90 trading days preceding the relevant date (considering relevant date as April 27, 2022); or

B] Average of the volume weighted average price (VWAP) of the equity shares of Company quoted on the BSE Limited during the 10 trading days preceding the relevant date (considering relevant date as April 27, 2022)

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares.

The issue price is Rs. 170.20/- (Rupees One Hundred Seventy and Twenty Paise only) per Equity Share the said issue price is higher than the minimum price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

E. Relevant date with reference to which the price has been arrived at:

Wednesday, April 27, 2022, being 30 days prior to the date of this Extraordinary General Meeting i.e. Friday, May 27, 2022.

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F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allotees belonging to Promoter & Promoter Group and Non-Promoter as detailed in point I below.

G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

Except for Mahendra Turakhia, Kishore Turakhia, Rajesh Turakhia, Turakhia Mahendra Abhaychand HUF, Turakhia Rajesh Abhaychand HUF and their relatives who intend to subscribe to the preferential issue of Warrants, no other Promoter/Directors/Key Managerial Personnel of the Company intends to subscribe to the proposed Preferential issue of warrants.

H. Proposed time within which the allotment shall be completed:

The Company will issue and allot Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allotees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

I. The identity of the proposed allottees, maximum number of warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

SR. NO	PROPOSED ALLOTTEE/ NAME OF THE INVESTOR	CATEGOR Y	ULTIMA TE BENEFICIAL OWNER	NO OF WARR ANTS TO BE ALLOT TED	NO OF SHARES TO BE ALLOTT ED	PRE PREFERENTIAL ISSUE		POST PREFERENTIAL ISSUE *	
						PRE HOLDI NG SHARE S	% OF PRE HOLDI NG	POST HOLDI NG SHARES	% OF POST HOLDI NG
								NO OF SHARES HELD (ASSUMI NG FULL CONVERS ION OF WARRANTS INTO EQUITY SHARES) AND SHARES ISSUED THROUGH H THIS	

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								NOTICE	
1	MAHENDRA ABHAYCHAN D TURAKHIA	PROMOTE R	NOT APPLICA BLE	150,00 0	--	19706 72	19.65	2120672	16.33 5
2	KISHOR ABHAYCHAN D TURAKHIA	PROMOTE R	NOT APPLICA BLE	150,00 0	--	19717 72	19.66	2121772	16.34 3
3	RAJESH ABHECHAND TURAKHIA	PROMOTE R	NOT APPLICA BLE	150,00 0	--	19779 34	19.72	2127934	16.39 1
4	TURAKHIA RAJESH ABHAYCHAN D HUF	PROMOTE R	KARTA RAJESH TURKHI A	50,000	-	30740 0	3.06	357400	2.752 9
5	TURAKHIA MAHENDRA ABHAYCHAN D HUF	PROMOTE R	KARTA MAHEN DRA TURKHI A	50,000	-	30740 0	3.06	357400	2.752 9
6	ARUN KUMAR GANERIWAL A	NON - PROMOTE R	NOT APPLICA BLE	100,00 0	-	--	--	100000	0.770 2
7	JAYENDRA A GANDHI	NON - PROMOTE R	NOT APPLICA BLE	50,000	--	--	-	50000	0.385 1
8	SWEETY KHEMCHAND JAISWAL	NON - PROMOTE R	NOT APPLICA BLE	50,000	--	--	-	50000	0.385 1
9	SANDEEP KUMAR HISARIA	NON- PROMOTE R	NOT APPLICA BLE	100,00 0	--	--	--	100000	0.770 2
10	INDIA EQUITY	NON- PROMOTE	UNIT HOLDER S-	150,00 0	--	--	--	150000	1.155 4

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	FUND 1	R	ultimate beneficia ries. Trustee- Vistara ITCL India Limited						
11	FORESIGHT HOLDINGS PVT. LTD. FORESIGHT	NON- PROMOTE R	SALIM GOVANI	50,000	--	-	--	50000	0.385 1
12	SALIM PYARLI GOVANI	NON- PROMOTE R	NOT APPLICA BLE	50,000	--	-	--	50000	0.385 1
13	GINNI FINANCE PRIVATE LIMITED	NON- PROMOTE R	KISHAN GOPAL MOHTA ANIRUDH MOHTA	50,000	--	-	--	50000	0.385 1
14	REKHA GUNVANTH VAID	NON- PROMOTE R	NOT APPLICA BLE	50000	25000	--	--	75000	0.577 7
15	FARAH SHAPUR DILKHUSH	NON- PROMOTE R	NOT APPLICA BLE	150000	10000			160000	1.234
	TOTAL			13,50, 000					

(*) Assuming full conversion of Warrants into Equity shares issued through this Notice

J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure A to the Notice.

K. Change in control, if any, in the company that would occur consequent to the preferential issue:

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Tel : 022-22084282, 43454200 / 14
Fax No. (91) 022-2206 3929
E-mail : poltd@vsnl.com
Website : <http://www.panchsheelorganics.com>



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The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

The Company has not made any preferential allotment during the period from April 01, 2022 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2022-23 will not exceed the limit specified in the Act and Rules made thereunder.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

However, A report from Registered Valuer CA Payal Gada, has been obtained justifying the price of Equity Shares & Warrants.

N. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of Warrants shall be subject to a lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

O. Requirements as to re-computation of price:

Since the Company's Equity Shares are listed on a recognized Stock Exchange for more than 90 days prior to the Relevant Date, there is no need for the Company to re-compute the price of Equity Shares to be issued and therefore, the company is not required to submit the undertakings specified under the relevant provisions of the ICDR Regulations.

P. Certificate from Statutory Auditors:

The Company will obtain a certificate issued from Statutory Auditors certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company www.fredungroup.com to facilitate online inspection of relevant documents until the end of EGM.

Q. Disclosure pertaining to wilful defaulters and fugitive economic offender:

a. Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

b. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

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R. Other Disclosures:

- a. The Equity Shares arising out of conversion of Warrants into Equity Shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The Proposed Allottees have not sold Equity Shares of the Company in the 6 (Six) months preceding the Relevant Date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
- c. The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.
- d. The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 in the accompanying notice for your approval.
- e. None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mahendra Turakhia, Kishore Turakhia, Rajesh Turakhia, Turakhia Mahendra Abhaychand HUF, Turakhia Rajesh Abhaychand HUF and their relatives who intend to subscribe to the preferential issue of Convertible Warrants are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

For Panchsheel Organics Limited


Mahendra Turakhia
Managing Director
DIN: 00006222



Place: Mumbai
Date: 02.05.2022

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ANNEXURE A

SR. NO	CATEGORY OF SHAREHOLDER	PRE PREFERENTIAL SHAREHOLDING PATTERN		PREFERENTIAL ISSUE		PRE PREFERENTIAL SHAREHOLDING PATTERN (PROPOSED)	
		NO. OF EQUITY SHARES	% OF HOLDING	NO OF EQUITY SHARES TO BE ALLOTTED	NO OF WARRANTS	NO. OF EQUITY SHARES	%
A	PROMOTER & PROMOTER GROUP						
1	INDIAN : (INDIVIDUALS/HUF)	68,42,534	68.22 %	0	5,50,000	73,92,534	56.94 %
	SUB TOTAL (A) TOTAL PROMOTER GROUP SHAREHOLDING	68,42,534	68.22 %	0	5,50,000	73,92,534	56.94 %
B	PUBLIC						
1.	INSTITUTIONS	0	0	0	0	0	0
2.	NON-INSTITUTIONS						
A.	INDIVIDUAL SHARE CAPITAL UPTO RS. 2 LACS	1408237	14.04%	6,65,700	0	20,73,937	15.98 %

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B.	INDIVIDUAL SHARE CAPITAL IN EXCESS OF RS. 2 LACS	735697	7.33 %	9,35,810	8,00,000	15,35,697	11.83 %
C.	ANY OTHER (SPECIFY)						
I.	NON-RESIDENT INDIAN (NRI)	136236	1.36 %	0	0	136236	1.05 %
II.	IEPF	170488	1.70 %	0	0	170488	1.31 %
III.	CLEARING MEMBERS	24886	0.25 %	0	0	24886	0.19 %
IV.	HUF	410077	4.09 %	0	0	410077	3.16 %
V.	BODIES CORPORATE & LLP	302645	3.02 %	0	0	302645	2.33 %
	SUB TOTAL (B)	3188266	31.78 %	1601510	8,00,000	5589776	43.06 %
	GRAND TOTAL(A +B)	1,00,30,800	100 %	1601510	13,50,000	12982310	100 %