

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



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

NOTICE

NOTICE is hereby given that 30th Annual General Meeting (AGM) of the Members of the Panchsheel Organics Limited will be held on Monday , September 30, 2019 at 11:00 a.m. at the Registered Office of the Company at B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore, Madhya Pradesh -452015.

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Balance Sheet as at 31st March, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the appoint of additional director to director of Mrs. Paresha Rajesh Turakhia and being eligible offers herself to act as director..
3. To appoint a Director in place of Mr. Kishor Abhaychand Turakhia who retires by rotation, and being eligible offers himself for re-appointment.
4. To consider and approve the dividend for the Financial Year 2018-19.
5. To ratify the appoint of M/s. Jayesh R. Shah &Co., Chartered Accountant, Statutory Auditor and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:
" M/s. Jayesh R. Shah & Co., Chartered Accountant, be and are hereby ratify their appointment at the 30th Annual General Meeting as Statutory Auditors of the Company, to hold office till the conclusion of the 32nd Annual General Meeting of the Company on such remuneration to be fixed by the Board of Directors of the Company."
6. To consider and adopt IFCR report and Secretarial audit report from auditors & M/s GMS&CO, Practicing company secretary is appointed as scrutinizer for e-v toting and ballot if any at the AGM for voting resolutions.

SPECIAL BUSINESS:

7. Re-appointment of Mr. Diwakar Mani Tripathi as an Independent Non-Executive Director. To consider, and if thought fit, to pass, the following Resolution as a Special Resolution: "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the



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



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

Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Diwakar Mani Tripathi (DIN: 06912629), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation".
RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

8. Re-appointment of Mr. Shambhunath Chakravarti as an Independent Non-Executive Director. To consider, and if thought fit, to pass, the following Resolution as a Special Resolution: "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shambhunath Chakravarti (DIN: 06924557), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation".
RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to provisions of 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company



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

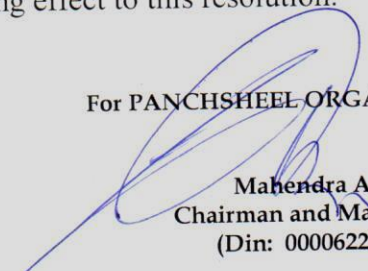


**Panchsheel
Organics
Limited**
**MFGRS. OF: BULK DRUGS
& FORMULATIONS**

financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) in terms of their respective agreements/letters of sanction/ memorandum of terms and conditions, entered into/to be entered into by the Company in respect of the said working capital facilities/term loans/corporate loans/debentures/other credit facilities up to a sum not exceeding R 2,50,00,00,000/- [Rupees Two Hundred & fifty Crores Only] at any time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps as may be necessary and to settle all matters arising out of and incidental thereto and to finalize the form, extent and manner of and the documents and deeds, as may be applicable, for creating the mortgage/pledge/hypothecation/ charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets whether movable or immovable of the Company situated in India or abroad on such terms and conditions as may be decided by the Board in consultation with the lenders and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For PANCHSHEEL ORGANICS LIMITED


Mahendra A. Turakhia
Chairman and Managing Director
(Din: 00006222)



Date: 31/08/2019
Place : Mumbai

Regd. Office.:
B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,
Indore, Madhya Pradesh -452015.
CIN: L24232MP1989PLC005390
☎ 0731-2721709 ☎ 91-22063929 ✉ www.panchsheelorganics.com

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



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

NOTES:

1. The Register of Member & Share Transfer Book of the company will remain closed from **Tuesday 24th September, 2019 to Sunday, 29th September, 2019** (both days inclusive) AND “**Cut off**” date will be 23rd September, 2019.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A Proxy form is annexed with this Notice. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

1. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 7 days before the Annual General Meeting so that the same can be suitably replied.
2. Those Members who have so far not encashed their Dividend Warrants for earlier financial years may claim or approach the Company for payment, otherwise, the same will be transferred to the notified Fund as per the provision of Section 123 of the Companies Act, 2013
3. Members are requested to notify change in address, if any, immediately to the Company at its Registered Office, quoting their Folio Numbers.
4. The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, Members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agents of the Company and register their email-id. Members holding shares in dematerialized form are requested to contact their Depository Participant. Members may please note that notices, annual reports, etc. will be available on the Company’s website- www.panchsheelorganics.com

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



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

and the same shall also be available for inspection, during the office hours, at the Registered Office of the Company. Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

5. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The instructions for e-Voting Services will be sent separately.
 1. There will be one e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
 2. Members can opt for only one mode of voting i.e. through e-voting. In case Members cast their votes by e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
 3. The e-voting shall not be exercised by a proxy.

Procedure to vote by means of E-Voting

1. In case email address of the Sole / First Holder is available with the Issuer/R&T Agent :
 - a. NSDL will generate User ID & password and send the same at the email address provided by issuer/R & T Agent.
 - b. Using the User ID and password, you will login to the e-Voting system www.evoting.nsdl.com of NSDL.
2. Others (where email address of the Sole / First Holder is not available with the Issuer/R&T Agent)
 - a. NSDL will generate User ID and password and provide it to the Issuer/R&T Agent.
 - b. The Issuer/R&T Agent will dispatch the User ID and password in a PIN ^{under} cover at the address of the Sole/First Holder.



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



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

- c. Using the User ID and password, you will login to e-Voting system www.evoting.nsd.com
- d. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
3. Select "EVEN" (Electronic Voting Event Number) of (Name of the Company).
4. Now you are ready for e-Voting as "Cast Vote" page opens.
5. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. Once you have voted on the resolution, you will not be allowed to modify your vote.
8. The corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at acs.gaurangshah@gmail.com with a copy marked to www.evoting.nsd.com. You can also forward the documents at the Company's email ID : acs.gaurangshah@gmail.com
9. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
10. The period for e-voting starts on Tuesday, 24th September, 2019 to Saturday, 28th September, 2019.
11. E-voting shall be disabled by NSDL at 5:30 p.m.

In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholder on NSDL E-Voting website: www.evoting.nsd.com You can also send your queries/ grievances relating to e-voting to the e-mail ID:- evoting@nsdl.co.in

6. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.



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



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

7. Brief resume of Directors proposed to be appointed/re-appointed alongwith such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Secretarial Standards on General Meetings (SS-2), are provided as Annexure to this Notice.
8. Route Map of venue of Annual General Meeting is annexed to the Notice.
9. The relative Explanatory Statement, pursuant to Section 102 in respect of the special business set out in the accompanying Notice is annexed hereto.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to various Business including Special Business of the accompanying Notice of the Annual General Meeting to be held on 30.09.2019

Item No. 7 .

Mr. Diwakar Mani Tripathi was appointed as an Independent Non Executive Director of the Company by the members at the 25th AGM of the Company held on 30th September, 2014 for a period of five consecutive years commencing from 1st April, 2014 upto 31st March, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Desai, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.



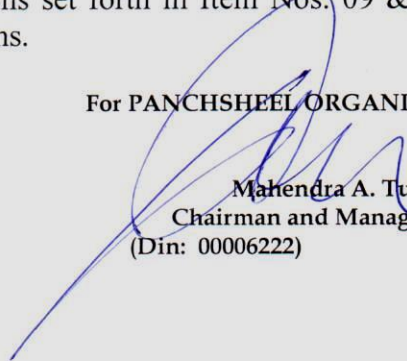
CORPORATE OFFICE :
1, KAPADIA CHAMBER,
1ST CINEMA ROAD, MUMBAI - 400020.
CIN No. L24232MP1989PLC005390
Tel. : 022-22084282, 43454200 / 14
Fax : (91) 022-2206 3929
E-mail : poltd@vsnl.com
Website : <http://www.panchsheelorganics.com>



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

authorizing the Board of Directors to borrow moneys on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. R 2,50,00,00,000/- [Rupees Two Hundred & fifty Crores Only] at any point of time and also, to secure the same by creating the mortgage/pledge/hypothecation/charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets of the Company whether movable or immovable, situated in India or abroad. None of the Directors and Key Managerial Personnel or relatives of them are interested in the above resolution. The Board of Directors recommends the resolutions set forth in Item Nos. 09 & 10 for the approval of the Members as Special Resolutions.

For PANCHSHEEL ORGANICS LIMITED


Mahendra A. Turakia
Chairman and Managing Director
(Din: 00006222)



Date: 31/08/2019
Place : Mumbai

Regd. Office.:
B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,
Indore, Madhya Pradesh -452015.
CIN: L24232MP1989PLC005390
☎ 0731-2721709 ☎ 91-22063929 ✉ www.panchsheelorganics.com

ROUT MAP FOR AGM PLACE

8/31/2019

Indore railway station to Panchsheel Organics Limited - Google Maps

Google Maps indore railway station to Panchsheel Organics Limited

Drive 7.0 km, 18 min

