

CORPORATE OFFICE :
1st floor, 137 Hubtown Solaris,
N.S. Phadke Road, Opp. Teli Gali,
Near Andheri East West Flyover Bridge,
Andheri East. Mumbai - 400069 (INDIA).
CIN No. L24232MP1989PLC005390
Tel. : 91-22-6863 4200 / 6863 4206
Fax : (91) 022-2206 3929
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Website : <http://www.panchsheelorganics.com>



**Panchsheel
Organics
Limited**

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

November 1, 2021

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

Dear Sirs,

Scrip Code: 531726


Sub: Notice of Extra-ordinary General Meeting to be held on November 29, 2021

Please find enclosed the Notice convening the 1st Extra-ordinary General Meeting of the members of the Company for the financial year 2021-22, scheduled to be held on Monday, November 29, 2021.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Panchsheel Organics Limited


Mahendra A. Turakhia
Managing Director
DIN: 00006222

Encl.: as above.



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (No. 1/ 2021-22) of the Members of Panchsheel Organics Limited will be held on Monday, November 29, 2021 at 4:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:-

SPECIAL BUSINESS

1. Increase in Authorized Share Capital of the Company and Alteration in Capital Clause of Memorandum of Association of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed thereunder, as may be applicable, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 60,000,000/- (Rupees Six Crores only) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional capital of Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of the face value of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

“V The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lac) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby severally authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”



2. Alteration in Capital Clause (Article 8 of the Articles of Association)

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

“RESOLVED THAT pursuant to the provisions of Section 14 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013, read with Share Capital and Debentures Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, the existing Article 8 of the Articles of Association of the Company be and is hereby substituted and read as under :-

“8. The Authorised Share Capital of the Company Shall be of such amount as may be mentioned in the Capital Clause (Clause V) of the Memorandum of Association of the Company from time to time.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

3. Issue of Bonus Shares

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, and other relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable regulations, rules, the enabling provisions of the Articles of Association of the Company read with Article 165 of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for capitalization of a sum not exceeding Rs. 5,01,54,000 /- (Rupees Five Crore One Lac and Fifty Four Thousand Only) from the Securities Premium Account, Free Reserves or any other permitted Reserves/ Surplus of the Company, for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up equity shares to the eligible shareholders of the Company, whose names appear in the Register of Members on the 'Record Date' as determined by the Board for this purpose, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each for every 1 (One) fully paid-up



Panchsheel Organics Limited

1st EGM Notice (2021-22)

Equity Share of Rs. 10/- (Rupees Ten only) each held by the Member and that the Bonus Shares so distributed shall, for all purposes be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares, in the case of Members who hold Equity Shares or opt to receive the Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participant(s) and in the case of Members who hold Equity Shares in physical certificate form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchange(s) where the securities of the Company are presently listed, as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**For and on behalf of the Board
For Panchsheel Organics Limited**

**Sd/-
Mahendra A. Turakhia
Managing Director
DIN: 00006222**

Mumbai, October 25, 2021



Panchsheel Organics Limited

1st EGM Notice (2021-22)

Registered Office:

B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,

Indore – 452 015, Madhya Pradesh.

CIN: L24232MP1989PLC005390

☎ 0731-2721709 ☎ 91-22063929 ✉ www.panchsheelorganics.com

NOTES:

- 1) Considering the current COVID-19 pandemic situation, restricting movement of people at several places in the country, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 and No. 2/2021 dated January 13, 2021 read with General Circular No. 14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020 (collectively referred to as the MCA Circulars) and the Circulars issued by Securities and Exchange Board of India (SEBI) from time to time, has permitted the Companies to conduct the EGM through VC/ OAVM without the physical presence of the Members at a common venue. Accordingly, the EGM of the Company shall be conducted through VC/ OAVM on Monday, November 29, 2021 at 4.00 p.m.
- 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) As per the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence Proxy Form, Attendance Slip and Route Map of the venue of the EGM are not being annexed to this Notice.
- 4) Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend this EGM, pursuant to Section 113 of the Act, through e-mail at compliance@panchsheelorganics.com.
- 5) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to 1000 members on a first come first serve basis as per the MCA Circulars. 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. are allowed to attend the EGM without restriction on account of first come first served basis.



- 6) In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the EGM.

7) QUORUM

The Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8) BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will remain closed from November 23, 2021 to November 29, 2021 (both days inclusive).

9) GENERAL GUIDANCE TO SHAREHOLDERS

• NOMINATION FACILITY

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to Purva Shareregistry (India) Private Limited, the Registrar & Transfer Agent (RTA) of the Company, in case the shares are held in physical form.

• MODE OF HOLDING SHARES

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with holding physical shares, the Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent of the Company for any support in this regard.

• UPDATION OF PERSONAL DETAILS

Pursuant to SEBI circular dated April 20, 2018, shareholders whose ledger folios having incomplete details with regard to PAN and Bank particulars are required to compulsorily furnish the same to the Registrar and Transfer Agent (RTA)/ to the Company for registration in the folio.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the



bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Purva Shareregistry (India) Private Limited, in case the shares are held in physical form.

10) PROCEDURE FOR REGISTRATION OF EMAIL IDS WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE:

- a) In case the shares are held in physical mode, shareholders are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN and Aadhar Card by e-mail to the Company at compliance@panchsheelorganics.com.
- b) In case the shares are held in demat mode, please provide DPID & CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, self-attested scanned copy of client master or copy of Consolidated Account Statement, PAN Aadhar to the respective Depository Participants.
- c) If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 13(g) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- d) 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.

11) PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS IN EGM

In order to enable the smooth conduct of EGM, the Members who would like to express their views during the EGM may register themselves as a Speaker by sending an email to compliance@panchsheelorganics.com, along with your name and DP ID/Client ID on or before Thursday, November 25, 2021 before 6.00 P.M.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM.

12) PROCEDURE FOR JOINING THE EGM THROUGH VC/ OAVM:

- The Members will be provided with the facility to attend the EGM through VC/OAVM through the e-Voting system by following the instructions given in point 13(g).
- The link for VC/OAVM will be available in shareholder/members login where the Electronic Voting Event Number ('EVEN') of Panchsheel Limited (the Company) - 118661 will be displayed.
- On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM of the Company.



- 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 below in point no. 13(g) of the Notice. Further, the members can also use the OTP based login for logging into the e-Voting system.
- The Members are encouraged to join the EGM through Laptops for better experience. The Members will need the latest version of any of the following browsers viz. Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Further, the Speaker Members are recommended to use an Internet with a good speed for better communication.
- Please note that the Members/participants connecting through Mobile devices, Tablets or Laptop 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.

13) PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:

- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) [the Rules], Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided the facility to its Members to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL having its office at Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
- b) The members are requested to carefully read the instructions on e-voting given in point no. 13(g) before casting their vote electronically.
- c) The remote e-voting period begins on Thursday, November 25, 2021 at 9.00 a.m. and ends on Sunday, November 28, 2021 at 5.00 p.m. During the remote e-voting period, the Members of the Company holding shares either in physical form or in dematerialized form, as on Monday, **November 22, 2021**, the cut-off date, may cast their vote electronically. This remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date.
- d) The Members who have not cast their votes during the aforementioned period, can cast their votes during the EGM by following the same process as applicable for remote e-voting. The remote e-voting module on the day of the EGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- e) Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently or cast the vote again.



- f) The Members who had cast their votes by remote e-voting prior to the EGM may attend the EGM. However, they shall not be entitled to cast their vote again. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at www.evoting.nsdl.com.
- g) 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.	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for</p>



	<p>IDEAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 digits demat account number held 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 options available against company name or e-Voting service provider - 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.</p> <p>4. Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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/login or www.cdslindia.com and click on New System Myeasi.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at 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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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.
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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 login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) 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.

c) How to retrieve your 'initial password'?

(i) 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'.

(ii) 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:

a) 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.

b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) 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.

d) 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?

1. 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.

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 General 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.

14) THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

- The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in the EGM through VC/OAVM facility and have not cast their votes 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.
- Members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- Members may also send their queries relating to e-voting to Ms. Pallavi Mhatre, Manager, NSDL, at email id: evoting@nsdl.co.in or call Toll Free No. 1800 1020 990 /1800 224 430 17.

15) GENERAL INFORMATION FOR SHAREHOLDERS

- i) 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 “Forget User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.



- ii) The Statutory Registers under the Act and documents, if any, referred to in the Notice and Explanatory Statement pursuant to Section 102 of the Act will be available electronically for inspection by the Members during the EGM. Documents, if any, referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to compliance@panchsheelorganics.com.
- iii) The Board of Directors of the Company has appointed Mr. Gaurang Shah, Practicing Company Secretary, proprietor of GMS & Co., Practicing Company Secretary, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the e-voting shall be final.
- iv) The Scrutinizer shall, after the conclusion of voting at the EGM, count the votes cast at the meeting, and the votes cast through remote e-voting and make, within two working days from the of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.panchsheelorganics.com and on the website of NSDL e-voting viz. www.evoting.nsdl.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE.
- vi) In case of any queries regarding the Bonus Issue, the Members may write to compliance@panchsheelorganics.com to receive an email response.



ANNEXURE TO THE NOTICE

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

ITEM NO. 1

The Authorised Share Capital of the company as reflected in the Memorandum of Association as on date is Rs. 6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty lacs) equity shares of face value of Rs. 10/- each. In view of the proposed Bonus Issue, the Authorised Share Capital of the Company needs to be increased from Rs. 6,00,00,000/- (Rupees Six Crores) to Rs. 16,00,00,000/- (Rupees Sixteen Crores).

Accordingly, the Board of Directors, pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, has recommended the proposal to increase the Authorized Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crores) to Rs. 16,00,00,000/- (Rupees Sixteen Crores). The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The Directors recommend the Resolution set out at Item No. 1 of the accompanying notice for the approval of the members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

ITEM NO. 2

The Board of Directors in its Meeting held on October 16, 2021, had approved and recommended to the members, the issuance of bonus shares worth Rs. 5,01,54,000 /- (Rupees Five Crores One Lac and Fifty Four Thousand only) in the ratio of 1:1 i.e. one Equity share of Rs.10/- (Rupees Ten) each for every one Equity share of Rs.10/- (Rupees Ten) each held by the members. The current Authorised Share Capital of the Company i.e. 6,00,00,000/- (Rupees Six Crores) is insufficient for further issuance of bonus shares by the Company. Therefore, it becomes necessary for the Company to increase the Authorized Share Capital of the Company and to make modification of Article 8 (Share Capital Clause) of the Articles of Association.

Since the Share Capital Clause of the Company is specifically incorporated; the Board of Directors found it necessary to modify the same by bringing it in line with the MOA.

The Directors recommend the Resolution set out at Item No. 2 of the accompanying notice for the approval of the members of the Company by way of Special Resolution.



Panchsheel Organics Limited

1st EGM Notice (2021-22)

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

ITEM NO. 3

As the Company is having a handsome amount of reserves and surplus, the Board of Directors of the Company in its meeting held on October 16, 2021, decided to share a part of these reserves with the members and thus have recommended for approval of the members, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. One bonus equity share of Rs. 10/- for every One fully paid up equity shares of Rs. 10/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 5,01,54,000 /- (Rupees Five Crores One Lac Fifty Four Thousand only) after capitalising a sum not exceeding Rs. 5,01,54,000/- from the Securities Premium Account, General Reserves or any other permitted reserves/surplus as per the Accounts of the Company for the financial year ended March 31, 2021, and the same is proposed to be applied in paying up in full not exceeding 5,01,54,00 Equity Shares of Rs. 10/- each.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the 'Record Date' to be determined by the Board of Directors of the Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the 'Record Date'.

The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares shall be intimated at a later date.

The Promoters of the Company are interested in this Resolution to the extent of their respective shareholding/s in the Company. Therefore, they will not participate in any discussions that will be done on this matter.

As per the provisions of the Companies Act, 2013, any bonus issue requires consent and approval of Members of the Company and accordingly, this Resolution is being passed to obtain such consent and approval.

The Directors recommend the Resolution set out at Sl. No. 3 of the accompanying notice for the approval of the members of the Company by way of Special Resolution.

**For and on behalf of the Board
For Panchsheel Organics Limited**

**Sd/-
Mahendra A. Turakhia
Managing Director
DIN: 00006222**

Mumbai, October 25, 2021.



Panchsheel Organics Limited

1st EGM Notice (2021-22)

Registered Office:

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