



## **NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING**

**NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Panchsheel Organics Limited will be held on Thursday, September 30, 2021 at 12:00 noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:-**

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### **ORDINARY BUSINESS:**

- 1.** To consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Board of Directors and the Auditors thereon;
- 2.** To declare final dividend on Equity Shares for the financial year ended March 31, 2021.
- 3.** To appoint a Director in place of Mr. Kishor Turakhia (DIN: 00006236), who retires by rotation and, being eligible, offered himself for re-appointment.
- 4.** To consider the re-appointment of M/s. Jayesh R. Shah & Co., Chartered Accountants (Firm Registration No. 104182W), as the Statutory Auditors of the Company and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED** that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Jayesh R. Shah & Co., Chartered Accountants (Firm Registration No. 104182W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (32<sup>nd</sup> AGM) till the conclusion of the 37<sup>th</sup> Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors of the Company.

**RESOLVED FURTHER** that the Board of Directors and /or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to this Resolution.”



**SPECIAL BUSINESS:**

**5. Continuation of directorship of Mr. Shambhunath Chakravarti (Non-executive Independent Director) after attaining 75 years.**

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

“**RESOLVED** that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI(LODR), 2015”), as amended from time to time and other applicable provisions, if any, of the SEBI (LODR), 2015, the Companies Act, 2013 and the Rules framed thereunder, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members be and is hereby accorded to Mr. Shambhunath Chakravarti (DIN: 06924557), Non- Executive Independent Director of the Company, to continue his office as an Independent Director of the Company till his current tenure of appointment which ends on March 31, 2024, notwithstanding that Mr. Shambhunath Chakravarti has already crossed 75 years of age on November 13, 2020.”

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

**Sd/-  
Nidhi Agarwal  
Company Secretary  
Membership No: A64761**

**Mumbai, August 12, 2021**

**Corporate Office:**

**Unit No. 137, Hubtown Solaris,  
N S Phadke Marg,  
Opposite Teli Gali,  
Andheri (East), Mumbai – 400 069.**

**Registered Office:**

**B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,  
Indore – 452015, Madhya Pradesh.  
CIN: L24232MP1989PLC005390**

**☎ 0731-2721709 ☎ 91-22063929 ✉ [www.panchsheelorganics.com](http://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 AGM through VC/ OAVM without the physical presence of the Members at a common venue. Accordingly, the 32<sup>nd</sup> AGM of the Company shall be conducted through VC/ OAVM on Thursday, September 30, 2021 at 12.00 noon.
- 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 Annual General Meeting ('AGM'), is annexed hereto.
- 3.** Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India information in respect of the Directors seeking appointment/re-appointment at the AGM, an Annexure is given to the Notice.
- 4.** As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 32<sup>nd</sup> AGM 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 32<sup>nd</sup> AGM and hence Proxy Form, Attendance Slip and Route Map of the venue of the AGM are not being annexed to this Notice.
- 5.** Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at [compliance@panchsheelorganics.com](mailto:compliance@panchsheelorganics.com).
- 6.** The Members can join the 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 AGM 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. who are allowed to attend the AGM without restriction on account of first come first served basis.

7. 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 AGM.

**8. QUORUM**

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

**9. BOOK CLOSURE**

The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2021 to September 30, 2021 (both days inclusive).

**10. DIVIDEND:**

The dividend, as recommended by the Board, if approved at the AGM, will be paid subject to deduction of tax at source, as may be applicable, between October 4, 2021 to October 11, 2021, to those Members:

- a. whose names appear as Beneficial Owners as on September 23, 2021 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the equity shares held in electronic form; and
- b. whose names appear as Members in the Register of Members of the Company as on September 23, 2021 in respect of the equity shares held in physical form, after giving effect to valid request(s) received for transmission/ transposition of equity shares.

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates.

**11. UNCLAIMED DIVIDEND**

Members are requested to note that dividend which has remained unpaid or unclaimed for 7 consecutive years or more from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF) as per Section 124 of the Act.



Accordingly, pursuant to the provisions of the Act and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has transferred a sum of Rs. 1,08,841.50 to the IEPF during the year 2020-21.

Members are further requested to note that the unpaid or unclaimed dividends and/or the equity shares transferred to the IEPF can be claimed by them by making an on-line/electronic application in Form IEPF-5. Upon submitting duly completed form, applicants are requested to take a print of the same and send the physical copy, duly signed, along with the requisite documents specified in Form IEPF-5, to the Company/ the RTA of the Company, Purva Shareregistry (India) Private Limited (Unit no. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opposite Kasturba Hospital Lane, Lower Parel (East), Mumbai - 400 011, email:[support@purvashare.com](mailto:support@purvashare.com). The Rules and the application form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs (MCA) for claiming the shares/ dividends are available on the website of MCA /IEPF authority – [www.iepf.gov.in](http://www.iepf.gov.in).

In view of the above, Members who have not claimed /encashed the Dividend Warrants for Final Dividend 2013-14 and /or any subsequent years are requested to claim their unpaid dividends within stipulated timeline by writing to the Company /RTA giving the necessary details.

## **12. 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 Sharegistry (India) Private Limited, in case the shares are held in physical form.

**13. DISPATCH OF ANNUAL REPORT IN ELECTRONIC FORM AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT BY E-MAIL:**

- a. In accordance with the MCA and the SEBI Circulars and owing to the difficulties involved in dispatching of physical copies of the Annual Report for the financial year 2020-21 (including the Financial Statements, Board's Report, Auditor's report or other documents required to be attached thereto), the Annual Report (2020-21) and the Notice of the AGM are being sent in electronic mode to Members and other persons entitled to receive the Notice, whose e-mail address is registered with the Company or the Depository Participant(s).
- b. The Members holding Equity Shares of the Company in Demat Form or Physical Form and who have not yet registered their e-mail address are requested to follow the procedure stated in point no. 14 given below for the purpose of registration.
- c. A copy of the Annual Report 2020-21 along with the Notice of the AGM and Explanatory Statement is available on the website of the Company at [www.panchsheelorganics.com](http://www.panchsheelorganics.com), BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**14. 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](mailto: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 17(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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**15. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

- a. As the AGM is being conducted through VC /OAVM, the Members are encouraged to express their views /send their queries in advance mentioning their name, demat account number (DP ID & Client ID) /Folio Number, e-mail ID, mobile number at [compliance@panchsheelorganics.com](mailto:compliance@panchsheelorganics.com).
- b. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the same to the Company Secretary at least 10 days prior to the AGM so that the required information can be made available. The same will be replied by/on behalf of the Company suitably.
- c. In order to enable the smooth conduct of AGM, the Members who would like to express their views during the AGM may register themselves as a Speaker by sending an email to [compliance@panchsheelorganics.com](mailto:compliance@panchsheelorganics.com), along with your name and DP ID/Client ID on or before Tuesday, September 28, 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 AGM.

**16. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:**

- The Members will be provided with the facility to attend the AGM through VC/OAVM through the e-Voting system by following the instructions given in point 17(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) will be displayed.
- On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM 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. 17(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 AGM 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.

**17. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

- 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 AGM by electronic means. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM 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. 17(g) before casting their vote electronically.
- c. The remote e-voting period begins on Monday, September, 27, 2021 at 9.00 a.m. and ends on Wednesday, September 29, 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 Thursday, September 23, 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 AGM by following the same process as applicable for remote e-voting. The remote e-voting module on the day of the AGM 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 AGM may attend the AGM. 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](http://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.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> 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 <b>e-Voting service provider-NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

**18. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

**19. 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 a event, you will need to go through the "Forget User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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 AGM. 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 AGM. Members seeking to inspect such documents can send an email to [compliance@panchsheelorganics.com](mailto:compliance@panchsheelorganics.com).
- iii. The Board of Directors of the Company has appointed Mr. Gaurang Shah, Practicing Company Secretary, proprietor of GMS & Associates,





Practicing Company Secretaries, 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 AGM, 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 AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by 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](http://www.panchsheelorganics.com) and on the website of NSDL e-voting viz. [www.evoting.nsdl.com](http://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 Annual Report, the Members may write to [compliance@panchsheelorganics.com](mailto:compliance@panchsheelorganics.com) to receive an email response.

**20. PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-**

- i. **For Temporary Registration of e-mail id for shareholders holding shares in Demat form and Registration of email id for shareholders holding shares in physical form:**

The Members of the Company holding Equity Shares of the Company in physical form and Members holding shares in Demat Form who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Sharegistry (India) Pvt. Ltd. by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, members may send an e-mail to the RTA of the Company at [support@purvashare.com](mailto:support@purvashare.com).

**On submission of the shareholders details, an OTP will be received, which needs to be entered in the link for verification.**

- ii. **For Permanent Registration of e-mail id for shareholders holding shares in demat form:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail addresses, in respect of demat holdings with their respective Depository Participants (DP) by following the procedure prescribed by their Depository Participants.



**iii. Registration of Bank Details for shareholders holding shares in physical form:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Shareregistry (India) Pvt. Ltd. by sending an E-mail at [support@purvashare.com](mailto:support@purvashare.com). The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e - mail id on a covering letter requesting them to update the bank details. The covering letter should be signed by the shareholder(s) and the same should be accompanied with self-attested PAN card and address proof, along with a copy of the cheque leaf with the first named shareholder's name printed on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, members may send an e-mail to the RTA at [support@purvashare.com](mailto:support@purvashare.com).

**iv. Registration of Bank Details for Demat shareholders:**

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with their respective Depository Participants (DP) by following the procedure prescribed by the Depository Participants.



## ANNEXURE TO THE NOTICE

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

#### **Item No. 5**

Mr. Shambhunath Chakravarti, Independent Director, was appointed on the Board of Directors for his second term of 5 years on April 1, 2019 in compliance of Section 149 of the Companies Act, 2013, and at the Annual General Meeting held on September 30, 2019. His current term of office of Independent Director is up to March 31, 2024.

Mr. Shambhunath Chakravarti is a member of Nomination and Remuneration Committee.

In terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 -

*"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."*

Recently, on November 13, 2020, he has attained the age of 75 years and hence, as per the requirement of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution needs to be passed seeking the approval of the shareholders for continuation of his directorship in the Company.

#### **Qualifications and job experience**

Mr. Chakravarti has done M.Sc in Chemistry, Ph.D in Science, F.I.C and is a Chartered Chemist. He has over 35 years of experience in Production, R&D and Quality Assurance in Chemical industry and 7 years of experience in Research on Synthetic Chemistry. His experience includes working with Organon (India) Limited, Aclima Pharmaceuticals Private Limited and Govind Laboratories Private Limited. He is associated with Panchsheel since 2014.

The Board is of the opinion that the continued valuable contribution of Mr. Chakravarti could be of great use to the Company. He possesses the required expertise as a Non-executive Independent Director. His opinions and suggestions in the past have proven to be beneficial to the Company.

Other than Mr. Chakravarti, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, in any manner in Item No. 5 of the Notice.



The Board recommends passing the Resolution set out in Item No. 5 of the Notice as Special Resolution.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).**

Particulars	Mr. Shambhunath Chakravarti	Mr. Kishor Turakhia
DIN	06924557	00006236
Age	75 years	66 years
Date of first Appointment	May 30, 2014	August 2, 1989
Qualifications	M.Sc in Chemistry, Ph.D in Science, F.I.C, Chartered Chemist.	B.Com
Experience in specific functional areas	7 years of experience in Research on Synthetic Chemistry and 35 years of experience in Production, R&D and Quality Assurance in Chemical industry.	More than 40 years of rich experience in finance. He oversees business development and contributes to evolving new growth strategies.
Terms and Conditions of Appointment/ Reappointment	Appointed as a Non - Executive Independent Director w.e.f. April 1, 2019 for a term of 5 years.	Appointed as an Executive Director w.e.f. April 1, 2020 for a term of 3 years
Directorships held in other public companies (excluding Section 8 companies and foreign companies)	Nil	Gene Biotech Private Limited
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
Relationship with other Directors inter-se and	None	Mr. Mahendra Turakhia, Managing Director of the



with Key Managerial Personnel of the Company		Company is brother of Mr. Kishor Turakhia.
No. of shares held in the Company	-	9,91,686
No. of Board Meetings attended during 2020-2021	2	5

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

**Sd/-  
Nidhi Agarwal  
Company Secretary  
Membership No: A64761**

**Mumbai, August 12, 2021**

**Corporate Office:  
Unit No. 137, Hubtown Solaris,  
N S Phadke Marg,  
Opposite Teli Gali,  
Andheri (East), Mumbai - 400 069.**

**Registered Office:  
B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,  
Indore - 452015, Madhya Pradesh.  
CIN: L24232MP1989PLC005390  
☎ 0731-2721709 ☎ 91-22063929 ✉ [www.panchsheelorganics.com](http://www.panchsheelorganics.com)**