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

PANCHSHEEL ORGANICS LIMITED

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

NOTICE

NOTICE is hereby given that 28th Annual General Meeting (AGM) of the Members of the Panchsheel Organics Limited will be held on Friday, September 29, 2017 at 10.00 a.m. at the Registered Office of the Company at B-6 & B-7 Sector-C, Industrial Area, Sanwer Road, Indore, Madhya Pradesh -452015.

Notice of the Meeting together with Balance Sheet as at 31st March, 2017, Profit & Loss Account for the year ended on that date, including the Notes/ Schedules thereto, Auditors Report and Directors Report Annual Report has been available for the Members on 5th September, 2017 on the Company's website- www.panchsheelorganics.com 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 to their registered address and the aforesaid documents have also been sent electronically to those members who have registered their e-mail addresses.

(Note: 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) only.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with Purva registry, Registrar and Share Transfer Agents of the Company.

Notice pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of the SEBI Listing Regulations 2015 that the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Friday, 29th September, 2017 (both the days inclusive) for the purpose of ensuing AGM.

For PANCHSHEEL ORGANICS LIMITED

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

Place: Mumbai

Date: 02nd September, 2017

CORPORATE OFFICE :
1, KAPADIA CHAMBER,
1ST CINEMA ROAD, MUMBAI - 400020.
CIN No. L24232MP1989PLC005390
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Panchsheel Organics Limited
MFGRS. OF: BULK DRUGS & FORMULATIONS

NOTICE

NOTICE is hereby given that 28th Annual General Meeting (AGM) of the Members of the Panchsheel Organics Limited will be held on Friday , September 29, 2017 at 10:00 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 and adopt the Audited Balance Sheet as at 31st March, 2017 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 appoint a Director in place of Mr. Rajesh A. Turakhia who retires by rotation, and being eligible offers himself for re-appointment.

3. To consider and approve the dividend for the Financial Year 2016-17.

4. To ratify the appoint of M/s. Jayesh R. Shah &Co., Chartered Accountant, Statutory Auditors 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 appoinment at the 28th 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.

5. To consider and adopt IFCR report and Secretarial audit report from auditors.

SPECIAL BUSINESS :

6. 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 be and is hereby accorded to the Board of Directors to borrow money, from time to time at its discretion either from the Company's bank or any other bank, financial institutions or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors upto a limit

not exceeding in the aggregate R 2,50,00,00,000/- [Rupees Two Hundred & fifty Crores Only] notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), will exceed the aggregate of the paid up capital of the Company and its free reserves that it is to say, reserves not set apart for any specifi c purpose;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings as may be required in this regard 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."

7. 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 the provisions of Section 180(1)(a) 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), the consent be and is hereby accorded to the Board of Directors or any Committee constituted by the Board (hereinafter referred to as 'the Board') 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 in one or more Branches and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of any of the financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) to secure the working capital facilities/term loans/corporate loans/debentures/other credit facilities raised/to be raised by the Company from such financial institution(s), bank(s), body corporate(s), lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, charges on prepayment or on redemption, costs, charges, expenses and all other moneys payable/to be payable to the 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: 02/09/2017
Place :Mumbai

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

1. The Register of Member & Share Transfer Book of the company will remain closed from **Friday, 22nd September, 2017 to Friday, 29th September, 2017** (both days inclusive).

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 Depositary Participant. Members may please note that notices, annual reports, etc. will be available on the Company's website-www.anuhpharma.com 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 28th 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 mailer at the address of the Sole/First Holder.

   c. Using the User ID and password, you will login to e-Voting system www.evoting.nsdl.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.nsdl.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 Friday, 22nd September, 2017 to Thursday, 28th September, 2017.

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.nsdl.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.

7. The relative Explanatory Statement, pursuant to Section 102 in respect of the special business set out in the accompanying Notice is annexed hereto.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6 & 7.

Pursuant to the erstwhile provisions of Sections 293(1)(d) and 293(1)(a) of the Companies Act, 1956, the Board of Directors was authorized by the Members of the Company 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 said borrowings by creating mortgage/charge on all or any of the movable/immovable properties of the Company. Accordingly, in order to remain compliant with the provisions of Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the consent of the Members is being sought by way of special resolutions for 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. 06 & 07 for the approval of the Members as Special Resolutions.

For PANCHSHEEL ORGANICS LIMITED

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

Date: 02/09/2017
Place :Mumbai

Regd. Office.:
B-6 & B-7 Sector-C, Industrial Area, Sanwer Road,
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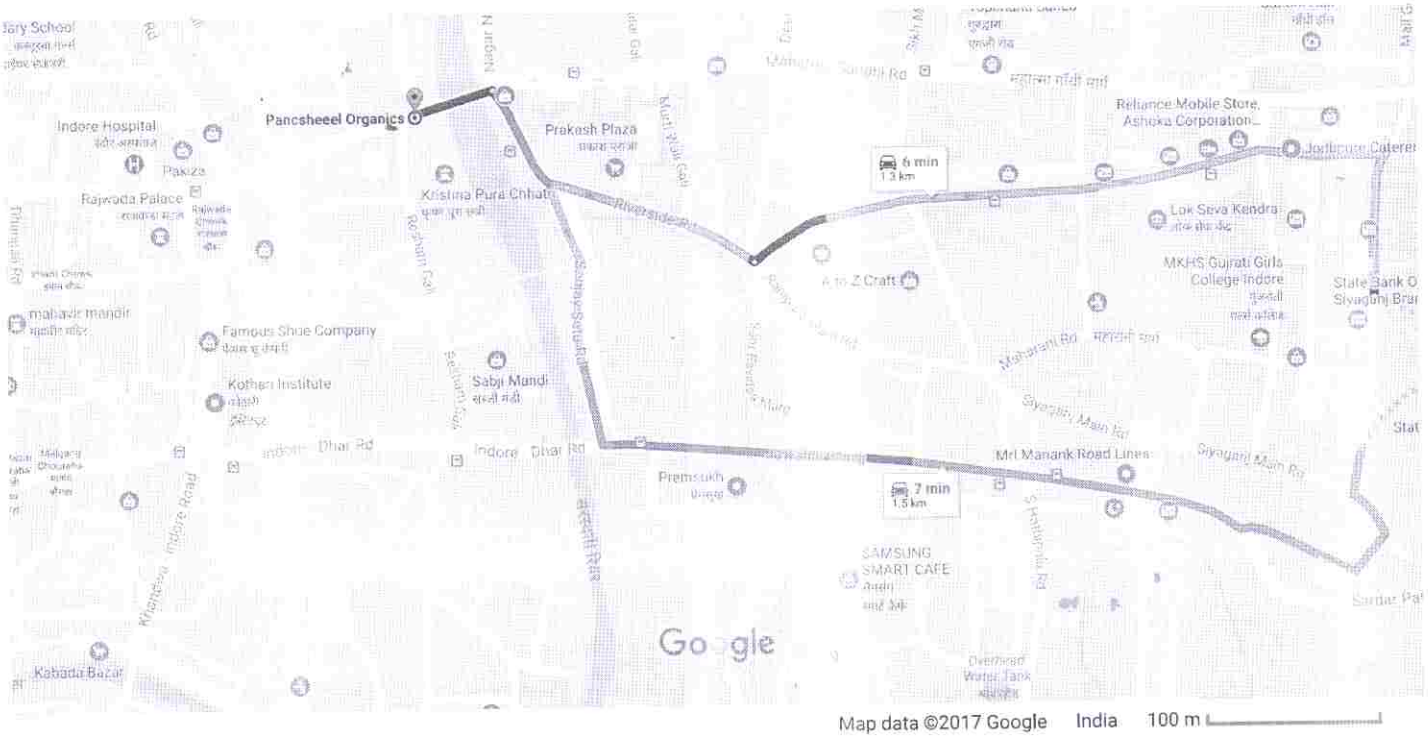
Google Maps

Indore Junction to Pancsheeel Organics

ROUTE MAP OF AGM

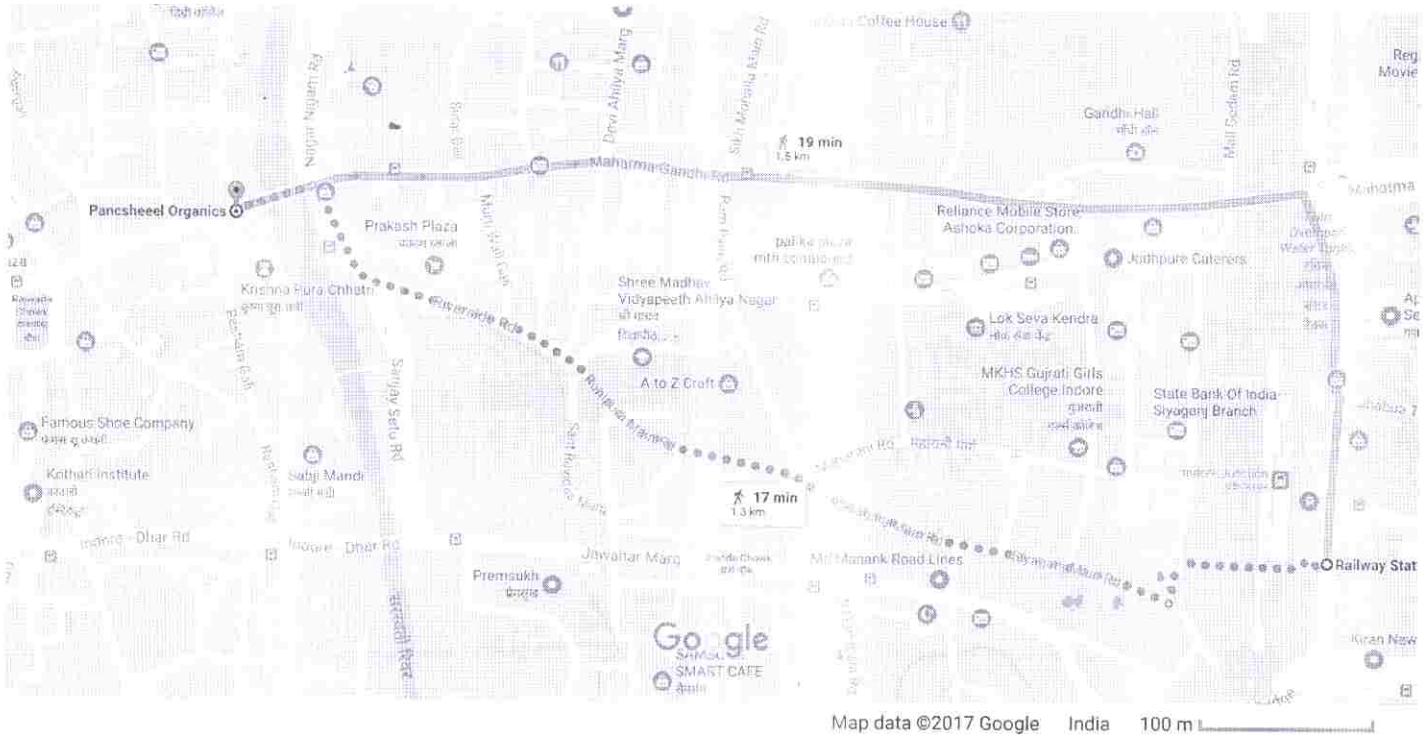
Drive 1.3 km, 6 min



Map data ©2017 Google India 100 m

Google Maps

Railway Station Road to Pancsheeel Organics

Walk 1.3 km, 17 min

ROUTE MAP OF AGM