

**NOTICE**

NOTICE is hereby given that the **Forty Fourth Annual General Meeting of Paushak Limited** will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390 003, on **Wednesday, the 2<sup>nd</sup> August, 2017 at 12:30 p.m.** to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2017 including Balance Sheet as at 31<sup>st</sup> March, 2017, Statement of Profit & Loss and Cash Flow Statement of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Chirayu Amin (DIN: 00242549) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Maloo Bhatt & Co., Chartered Accountants, Vadodara (Firm Registration No. 129572W) as Statutory Auditors of the Company, to hold office from the conclusion of this meeting up to the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass, the following Resolution as **Special Resolution**:

**Re-classification of the Promoters of the Company:**

**"RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the approval of the Members be and is hereby accorded for re-classification of Ms. Jyoti Suresh Patel, Ms. Ninochaka Anup Kothari, Ms. Shreya Rupendra Mukharji and Ms. Yeraben Ramanbhai Amin, forming part of the existing Promoters of the Company from Promoter category to Public category.

**RESOLVED FURTHER THAT** that the Promoters seeking re-classification along with their personal Promoter group entities and person acting in concert do / will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."

**NOTES:**

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.**
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. The Register of Members of the Company will remain closed from Wednesday 26<sup>th</sup> July, 2017 to Wednesday 2<sup>nd</sup> August, 2017 (both days inclusive), for the purpose of payment of dividend.
5. The details of Mr. Chirayu Amin, Director, seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions is annexed herewith as Annexure A to this notice.
6. The dividend when sanctioned will be made payable on or before 8<sup>th</sup> August, 2017, to those members whose names stand on the Register of Members of the Company on 26<sup>th</sup> July, 2017 in case of physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly

any change in their registered addresses.

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or the R & T Agents of the Company at the address mentioned at note no. 8.

In order to enable the Company to directly credit the dividend amount in the bank accounts:

- a) Shareholders holding shares in demat accounts are requested to update their bank account details with their respective Depository Participants.
- b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:

Name of first account holder (as appearing in the bank account records), bank name, branch name, branch address, account type and account number, IFSC code and MICR code and a copy of cancelled cheque.

In terms of Section 125(6) of the Companies Act, 2013 read with Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government. As required under the said Rules, the Company has published a Notice in the newspapers inviting the Members attention to the aforesaid Rules. The Company has also sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPF Account, pursuant to the said Rules to take immediate action in the matter.

7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
8. All the work related to share registry in terms of both – physical and electronic – are being conducted by Company's R & T Agents – M/s. Link Intime India Pvt. Limited, B – 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020 Tel: +91 265 2356573, 2356794 Fax: +91 265 2356791 Email ID: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
9. The Company has designated an exclusive Email ID: paushak.investors@alembic.co.in for redressal of Shareholders'/ Investors' complaints/ grievances. In case you have any queries, complaints or grievances, then please write to us at the above mentioned email address.
10. Updation of Email ID: The Shareholders are requested to intimate their Email ID to the Company or update their Email ID registered with Depository Participants, if the same is changed.
11. **Voting through Electronic Means and Declaration of Results:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Mr. Chirayu Amin, Chairman of the Company and in his absence Mr. Udit Amin, Director or Mr. Abhijit Joshi, Whole-time Director of the Company, will declare the voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The voting results along with scrutinizer's report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website www.paushak.com;
- (iii) CDSL website www.evotingindia.com and
- (iv) Stock exchange website www.bseindia.com.

**The 'Step by Step' procedure and instructions for casting your vote electronically are as under:**

- (i) The E-voting period begins on 30<sup>th</sup> July, 2017 at 9:00 am and ends on 1<sup>st</sup> August, 2017 at 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 26<sup>th</sup> July, 2017 may cast their vote electronically. Any person, who acquires shares of the

Company and becomes member of the Company after dispatch of the notice and holding shares as on 26<sup>th</sup> July, 2017, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after 1<sup>st</sup> August, 2017 (5:00 pm).

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is printed on address label/sticker affixed on the back page of the Annual Report.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company (**PAUSHAK LIMITED – 170525001**) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e-voting. m-Voting app is available on IOS, Android &

Windows based Mobile. Shareholders may log into m-Voting using their e-voting credentials to vote for the Company resolution(s).

(xix) **Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (xxi) M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

By Order of the Board,

Date: 10<sup>th</sup> May, 2017  
Place: Vadodara

**Charandeep Singh Saluja**  
Company Secretary

**Explanatory Statement as required under Section 102 of the Companies Act, 2013**

**Item No. 5**

The Company was in receipt of requests from (i) Ms. Jyoti Suresh Patel, (ii) Ms. Ninochaka Anup Kothari, (iii) Ms. Shreya Rupendra Mukharji and (iv) Ms. Yeraben Ramanbhai Amin, for reclassification from Promoter category to public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of their shareholding in the Company are as under:

Sr. No.	Name of applicants classified under Promoter Group category	No. of Equity Shares held	% of Shareholding
1	Jyoti Suresh Patel*	300	0.01
2	Ninochaka Anup Kothari	278	0.01
3	Shreya Rupendra Mukharji	3,513	0.10
4	Yeraben Ramanbhai Amin	3,455	0.11
	<b>TOTAL</b>	<b>7,546</b>	<b>0.23</b>

\* Holding equity shares in different demat accounts due to her different joint holdings.

Ms. Jyoti Suresh Patel (aged 80 years), Ms. Ninochaka Anup Kothari (aged 73 years), Ms. Shreya Rupendra Mukharji (aged 68 years) and Ms. Yeraben Ramanbhai Amin (aged 65 years) are the sisters of Mr. Chirayu Amin, Promoter - Chairman of the Company and hold equity shares in the Company as stated in table given above.

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the promoter group of the Company do not have any control over the affairs or the decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly, exercise control, over the affairs of the Company. They have also never held at any time; any position of key managerial personnel in the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter group. They are also never privy to any price sensitive information of the Company.

The proposed re-classification of the shareholding of the Promoter group mentioned in table given above is not

pursuant to Regulation 31A (5) or (6) of the Listing Regulation, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 5 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Chirayu Amin and Mr. Udit Amin and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

By Order of the Board,

Date: 10<sup>th</sup> May, 2017  
Place: Vadodara

**Charandeep Singh Saluja**  
Company Secretary

**ANNEXURE A**

Details of the Director seeking re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

<b>Name of Director</b>	<b>Mr. Chirayu Amin</b>
Age	70 years
Qualifications	M.B.A
Experience	49 years
Terms and Conditions of re-appointment along with details of remuneration sought to be paid	N.A.
Remuneration last drawn	N.A.
Nature of expertise in specific functional areas	Management & Leadership
Date of first appointment on to the Board	18 <sup>th</sup> August, 2005
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2017	93,682 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Chirayu Amin is father of Mr. Udit Amin
No. of Meetings of the Board attended during the year	4
Directorship in other Companies as on 31 <sup>st</sup> March, 2017	1. Alembic Pharmaceuticals Limited 2. Alembic Limited 3. Elecon Engineering Company Limited 4. Shreno Limited 5. Quick Flight Limited 6. Nirayu Private Limited 7. Whitefield Chemtech Private Limited
Chairmanship/Membership of Committees of other Board	<b>Alembic Pharmaceuticals Limited</b> Member of Nomination and Remuneration Committee Chairman of Corporate Social Responsibility Committee <b>Alembic Limited</b> Member of Nomination and Remuneration Committee <b>Elecon Engineering Company Limited</b> Member of Audit Committee, Nomination and Remuneration Committee and Management Committee Chairman of Stakeholders Relationship Committee <b>Shreno Limited</b> Member of Nomination and Remuneration Committee Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee <b>Nirayu Private Limited</b> Chairman of Corporate Social Responsibility Committee <b>Whitefield Chemtech Private Limited</b> Member of Corporate Social Responsibility Committee

**PROXY FORM**

**PAUSHAK LIMITED**

CIN: L51909GJ1972PLC044638

Registered Office: Alembic Road, Vadodara – 390003

Tel.: +91 265 2280550 • Fax: +91 265 2282506

Website: www.paushak.com • Email ID: paushak.investors@alembic.co.in

<b>Name of the Member(s):</b>	
<b>Registered Address:</b>	
<b>Email ID:</b>	
<b>Folio No.:</b>	
<b>DP ID/Client ID:</b>	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

- Name : .....  
Address : .....  
Email ID : ..... Signature : ....., or failing him
- Name : .....  
Address : .....  
Email ID : ..... Signature : ....., or failing him
- Name : .....  
Address : .....  
Email ID : ..... Signature : ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **44<sup>th</sup> Annual General Meeting** of the Company, to be held on **Wednesday, 2<sup>nd</sup> August, 2017 at 12:30 p.m.** at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolution</b>
<b>Ordinary Business</b>	
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2017.
2	Declaration of dividend on Equity Shares of the Company.
3	Re-appointment of Mr. Chirayu Amin, who retires by rotation.
4	Appointment of M/s. Maloo Bhatt & Co., Chartered Accountants as Statutory Auditors of the Company.
<b>Special Business</b>	
5	Re-classification of the Promoters of the Company.

Signed this ..... day of ..... 2017.

Signature of Member(s) .....

Signature of Proxy holder(s) .....

Affix Revenue Stamp
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**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.



**PAUSHAK LIMITED**

CIN: L51909GJ1972PLC044638  
Registered Office: Alembic Road, Vadodara – 390003  
Tel.: +91 265 2280550 • Fax: +91 265 2282506  
Website: www.paushak.com • Email ID: paushak.investors@alembic.co.in

**A T T E N D A N C E   S L I P**

(To be handed over at the entrance of the Meeting Hall)

<b>Name of the Member(s)/ Proxy* (In Block Letters)</b>	
<b>Folio No.</b>	
<b>DP ID / Client ID</b>	
<b>No. of Shares Held</b>	

I hereby record my presence at the **44<sup>th</sup> Annual General Meeting** of the Company held on **Wednesday, 2<sup>nd</sup> August, 2017 at 12:30 p.m.** at “Sanskriti”, Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara – 390 003.

\_\_\_\_\_  
Signature of Member(s) / Proxy\*

**Notes :**

1. Members are requested to bring their copies of Annual Report at the AGM.
2. \*Please strike off whichever is not applicable.

# Route map to reach the Venue of the Annual General Meeting

