

NOTICE

NOTICE is hereby given that the **51st Annual General Meeting ("AGM")** of the Members of **Paushak Limited** will be held on **Friday, the 2nd August, 2024 at 5:00 p.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year 2023-24.
3. To appoint a Director in place of Mr. Udit Amin (DIN: 00244235), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Tanuj Patel (DIN: 00016788) as an Independent Director of the Company:**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17(1A), 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof), the Articles of Association of the Company and on the basis of the recommendation and approval of the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board") respectively, Mr. Tanuj Patel (DIN: 00016788), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company at this 51st Annual General Meeting ("AGM"), not liable to retire by rotation, and to hold office for a term of (5) five consecutive years w.e.f. 2nd August, 2024 upto 1st August, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

5. **Payment of commission to Mr. Udit Amin (DIN: 00244235), Non-Executive Director of the Company for the financial year 2023-24:**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), the applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder ("the Act") (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), recommendations of the Nomination and Remuneration Committee ("NRC") and the Board of Directors of the Company ("Board") and subject to the maximum remuneration approved by the members at the 49th Annual General Meeting held on 9th August, 2022, approval of the members of the Company be and is hereby accorded for payment of commission of ₹ 165 Lacs amounting to 2.87 % of the net profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act to Mr. Udit Amin (DIN: 00244235) for the financial year ending on 31st March, 2024, in addition to the sitting fees and reimbursement of expenses being paid by the Company for participating in the Board/Committee Meetings of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution."

6. **Ratification of Remuneration to the Cost Auditors for the Financial Year 2024-25:**

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder ("the Act") (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), the remuneration payable to M/s. Santosh Jejurkar & Associates, Cost Accountants having Firm Registration No. 102697 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2024-25, amounting to ₹ 0.40 Lacs plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as the "Circulars"), companies are allowed to hold the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company will be held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Since this AGM is being held through VC / OAVM, pursuant to the aforesaid Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
3. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose e-mail address are registered with the Company / Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company's website at www.paushak.com, website of stock exchange i.e. BSE Limited ("BSE") at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The explanatory statement, pursuant to Section 102(1) of the Act relating to business set out under Item no. 4 to 6 of the accompanying Notice are annexed hereto.
6. The details of the Directors seeking appointment/re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and other applicable provisions, are provided in Annexure – A to this Notice.
7. All documents referred to in the Notice will also be available electronically for inspection without any fee 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 a request from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at investors@paushak.com.
8. The Company has fixed Friday, the 26th July, 2024 as the "record date" for determining the entitlement of Members to final dividend for the financial year ended 31st March, 2024, if approved at the AGM.
9. The dividend when sanctioned will be made payable on or from 6th August, 2024, electronically through various online transfer modes to those members who have updated their bank account details. To avoid delay in receiving the dividend, members are requested to update their bank details by following the process mentioned at point no. 11 below.
10. Please note that SEBI has mandated that the security holders holding securities in physical form, whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1st April 2024, only upon furnishing all the mentioned details. Therefore, Members holding shares in physical form are requested to update the mentioned details by submitting the appropriate ISR forms with the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd. ("LIPL" or "RTA") by Friday, the 26th July, 2024, to ensure receipt of dividend.

Relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
11. Process for registration/update, pertaining to the name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, Power of Attorney (PoA), bank account details such as name of the bank and branch details, bank account number, MICR code and IFSC code, etc.:

- i. In case shares are held in physical mode, members are requested to submit their service requests in the form(s) prescribed under SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024. The form(s) are available on the website of the Company at <https://www.paushak.com/investor-relation.aspx> and on the website of LIPL at <https://linkintime.co.in/home-KYC.html>
 - ii. In case shares are held in demat mode, members are requested to update the details with their respective Depository Participants.
12. In accordance with the prevailing provisions of the Income Tax Act, 1961, the Company is required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Therefore, the members are requested to update their PAN to avoid deduction of tax at higher rate by complying with the process mentioned hereunder.

Members are requested to visit the website of LIPL and upload applicable documents such as Form 15G / 15H, documents u/s. 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate at <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> in order to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

13. As per the provisions of Section 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF"), a fund constituted by the Government of India under Section 125 of the Act.

Further, in accordance with the provisions of Section 124(6) of the Act and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF.

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or LIPL.

The due dates for transfer of unclaimed / unpaid dividend to IEPF are as under:

Date of Declaration of Dividend	Dividend for Financial Year	Proposed Month and Year of Transfer to IEPF
2 nd August, 2017	2016-17	September, 2024
6 th August, 2018	2017-18	September, 2025
7 th August, 2019	2018-19	September, 2026
4 th August, 2020	2019-20	September, 2027
3 rd August, 2021	2020-21	September, 2028
9 th August, 2022	2021-22	September, 2029
1 st August, 2023	2022-23	September, 2030

14. All the work related to share registry in terms of both physical and electronic are being conducted by LIPL at "Geetakunj", 1, Bhakti Nagar Society, Behind ABS Tower, Old Padra Road, Vadodara – 390015, Tel: +91-265-3566768 / +91-265-3566826, e-mail ID: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
15. The Company has designated an exclusive e-mail ID: investors@paushak.com 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 e-mail ID.
16. Members may kindly note that in accordance with SEBI Master Circular for Online Resolution of Disputes in the Indian Securities Market bearing no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023 (as amended from time to time), the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). SEBI has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity or its RTA and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can

initiate dispute resolution through the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA). Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>.

17. Pursuant to SEBI Master Circular for Registrars to an Issue and Share Transfer Agents bearing no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, the Company shall issue the securities in dematerialized form only while processing the service request(s) in the form(s) prescribed therein. The form(s) are available on the website of the Company at <https://www.paushak.com/investor-relation.aspx> and on the website of LIIPL at <https://linkintime.co.in/home-KYC.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

18. Voting through Electronic Means and Declaration of Results:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities bearing no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 in relation to e-Voting facility provided by Listed Companies, the Company is pleased to provide its members the facility of casting votes electronically viz. "remote e-voting" (e-Voting from a place other than venue of the AGM), through the e-Voting services provided by NSDL on all the resolutions set forth in this Notice.

Mr. Chirayu Amin, Chairman of the Company and in his absence Mr. Udit Amin, Director or Mr. Abhijit Joshi, Whole-time Director & CEO of the Company, will declare the e-Voting results based on the Scrutinizer's Report. The e-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) NSDL's website www.evoting.nsdl.com; and
- (iv) Stock exchange's website www.bseindia.com

The instructions for casting your vote electronically are as under:

- i. The remote e-Voting period begins on Tuesday, the 30th July, 2024 (9:00 a.m. IST) and ends on Thursday, the 1st August, 2024 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as at the cut-off date i.e. Friday, the 26th July, 2024 may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- ii. The facility for electronic voting system ("e-voting"), shall also be made available at the AGM. The members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The members who have already cast their votes through remote e-voting may attend the AGM, but shall not be entitled to cast their votes again at the AGM.
- iii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of this Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode"**. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- iv. M/s. Samdani Shah & Kabra, Practicing Company Secretaries, Vadodara, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- v. The details of the process and manner for remote e-Voting and e-Voting during the AGM are as under:

How do I vote electronically using NSDL e-Voting system?

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 Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities bearing no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, 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 e-mail ID in their demat account(s) 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"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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/Creditor’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



App Store



Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user may use their existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

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 / Creditor" 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.

4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in 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.

5. 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 EVEN is 101456 and folio number is 001*** then user ID is 101456001***

6. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail 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'.
 - If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Click on **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, your registered address and such other documents required by NSDL.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

9. Now, you will have to click on "Login" button.

10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system

How to cast your vote electronically and join virtual 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 129042**” of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. 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 and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
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.

General Guidelines for shareholders

- i) Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/Authority Letter by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab on this screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter authorizing person(s) to vote, through their registered E-mail Id to the Scrutinizer at cssamdani@gmail.com with a copy marked to evoting@nsdl.com, at least 48 hours before the meeting.
- ii) 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 “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- iii) In case of any queries/grievances connected with e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of NSDL at www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

19. Instructions for members for attending the AGM through VC / OAVM:

- i) Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under ‘Join General Meeting’ menu against company name. You are requested to click on VC / OAVM link placed under ‘Join General Meeting’ menu.

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 in this Notice.
- ii) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.
- iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at investors@paushak.com from 25th July, 2024 to 30th July, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. Further, Members who would like to have their questions / queries responded to during the AGM, are requested to send such questions / queries in advance within the aforesaid date, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- iv) Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL on evoting@nsdl.com / 022 - 4886 7000.

20. Recommendation to the members:

It is recommended to join the AGM through laptop for better experience. Members are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

By Order of the Board,

Sd/-

Sagar Gandhi

Company Secretary

Paushak Limited

CIN: L51909GJ1972PLC044638

Regd. Office: Alembic Road, Vadodara – 390 003

Tel: +91 265 6637000

Website: www.paushak.com

e-mail ID: investors@paushak.com

Date: 24th May, 2024

Place: Vadodara

Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('Act')

Item No.4

The Board of Directors of the Company ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Tanuj Manubhai Patel (DIN: 00016788) as an Independent Director of the Company, not liable to retire by rotation, at this 51st Annual General Meeting ("AGM"), and to hold office for a term of (5) five consecutive years i.e. w.e.f. 2nd August, 2024 upto 1st August, 2029.

According to NRC's and Board's opinion, Mr. Tanuj Patel's experience, expertise and skill sets will further strengthen the functioning of the Board and help the Company in achieving future growth and it is desirable to avail his services as an Independent Director on the Board of the Company. Brief Profile of Mr. Tanuj Patel is as under:

Mr. Tanuj Patel holds a B.S. degree from USA. He was the promoter of ABC Bearings Ltd., a company pioneer in the bearing industry and was the Executive Director of the company. Mr. Tanuj Patel has extensive experience on leadership, manufacturing and other critical areas of business operations. He is on the Board of various companies including Shri Dinesh Mills Limited, Dinesh Remedies Limited and TCL Ceramics Limited.

In the opinion of the Board, Mr. Tanuj Patel fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI Listing Regulations, 2015 and is independent of the management. He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director as prescribed under Section 152(5) of the Act. The Company has also received a declaration from him under Section 149(7) of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, 2015, that he meets the criteria for independence.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company.

Mr. Tanuj Patel shall be paid sitting fees for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act, as may be decided by the Board, from time to time.

Copy of the draft letter of appointment of Mr. Tanuj Patel setting out the terms and conditions of appointment is available for inspection electronically.

The other details as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions, if any, are provided in Annexure – A to this Notice.

In accordance with the provisions of Section 149(8) and 152(2) read with Schedule IV of the Act and Regulations 17(1C) and 25(2A) of SEBI Listing Regulations, 2015, the appointment of an Independent Director is required to be approved at the meeting of the shareholders by way of a special resolution.

Mr. Tanuj Patel will attain the age of 75 years on 7th December, 2025 and hence approval is also sought from members in terms of Regulation 17(1A) of the SEBI Listing Regulations, 2015 for continuation of his directorship as an Independent Director, after his attaining the age of 75 years on 7th December, 2025..

The Board recommends the special resolution as set forth at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives has any concern, interest, financial or otherwise in the resolution at Item No. 4 of this Notice.

Item No. 5

The Company had obtained approval from its members by way of a Special Resolution passed at the 49th Annual General Meeting held on 9th August, 2022 for enabling the Board of Directors ("Board") to pay commission of upto 3% of the net profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act to Mr. Udit Amin, (DIN: 00244235), Non-Executive Director for a period of 5 years w.e.f. the financial year ending 31st March, 2023 and upto the financial year ending 31st March, 2027.

Pursuant to Regulation 17(6)(ca) of the SEBI Listing Regulations, 2015, the Company is also required to obtain approval of shareholders by way of a special resolution, for approving the payment of Commission to Mr. Udit Amin for the financial year 2023-24 as the annual remuneration payable to a single non-executive director exceeds fifty percent of the total annual remuneration payable to all non-executive directors.

Mr. Udit Amin's strategic direction with his expertise and experience across a wide spectrum of functional areas have been shaping and steering the long term strategy and making valuable contributions to the growth of the Company. Under his guidance, the Company plans various growth initiatives for the future. Under his leadership, the Company has effectively navigated the ongoing dual challenge confronting the chemical industry of sluggish global demand add pricing pressure due to dumping by Chinese manufacturers. In order to remunerate Mr. Udit Amin for the responsibilities entrusted upon him, upon recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have recommended the payment of commission for the financial year 2023-24 in the manner stated in the resolution.

Section 197 of the Act provides that a Non-Executive Director may be paid remuneration in excess of the limits of 1% of the net profits, if the Company by special resolution, authorizes such remuneration. The overall total remuneration payable to the Executive and Non-Executive Directors cumulatively shall not exceed the overall ceiling of 11% of the net profits of the Company stipulated under Section 197 and 198 of the Act.

The Board recommends the resolution as set forth at Item No. 5 of this Notice for your approval.

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

Item No. 6

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from qualified Cost Accountants. The Board of Directors ("Board") at its meeting held on 3rd May, 2024, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Santosh Jejurkar & Associates, Cost Accountants, to conduct the audit of the Cost Records of the Company for the financial year 2024-25.

In terms of the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2024-25 as set out in the resolution for aforesaid services to be rendered by them.

The Board recommends the resolution as set forth at Item No. 6 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives thereof has any concern, interest, financial or otherwise in the resolution at Item No. 6 of this Notice.

By Order of the Board,

Sd/-

Sagar Gandhi
Company Secretary

Paushak Limited
CIN: L51909GJ1972PLC044638
Regd. Office: Alembic Road, Vadodara – 390 003
Tel: +91 265 6637000
Website: www.paushak.com
e-mail ID: investors@paushak.com

Date: 24th May, 2024
Place: Vadodara

Details of the Director seeking appointment/re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions are as under:

Name of the Director	Mr. Udit Amin	Mr. Tanuj Patel
Age	44 years	71 years
Qualification	Graduate in Economics	B.S. degree
Experience	21 years	41 years
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid	Refer Note 1 Below	The details are provided in the resolution at Item No. 4 of this Notice.
Remuneration last drawn (2023-24)	Refer Note 1 Below	N.A.
Nature of expertise in specific functional areas	Management & Leadership	Manufacturing, Management & Leadership
Date of first appointment on to the Board	18 th August, 2006	N.A.
No. of Shares held in the Company as on 31 st March, 2024	25,846	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Mr. Udit Amin, Non-executive Director is son of Mr. Chirayu Amin, Chairman of the Company.	Mr. Tanuj Patel does not have any relation with other Directors, Manager and Key Managerial Personnel
Directorship in other companies as on 31 st March, 2024	1. Alembic Limited 2. Shreno Limited	1. Arta Broch Ceramics Pvt. Ltd. 2. Dinesh Remedies Limited 3. Manoway Investments Pvt. Ltd. 4. Saturn Holdings & Properties Pvt. Ltd. 5. Shri Dinesh Mills Limited 6. TCL Ceramics Limited
Chairmanship / Membership of Committees of other Board	Alembic Limited - Member of Corporate Social Responsibility Committee	Shri Dinesh Mills Limited - Chairman of Nomination, Remuneration and Compensation Committee - Member of Audit Committee - Member of Stakeholders Relationship Committee Dinesh Remedies Limited - Member of Audit Committee - Member of Nomination and Remuneration Committee TCL Ceramics Limited - Chairman of Nomination and Remuneration Committee - Member of Audit Committee
Name of the Listed entities from which he resigned in the past three years	Nil	Nil

Note 1 : For other details such as number of meetings of the board attended during the year and remuneration drawn, please refer Corporate Governance Report which is part of this Annual Report.