



PAWANSUT HOLDINGS LIMITED
ANNUAL REPORT 2015-16

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of **M/s Pawansut Holdings Limited (CIN: L65929DL1984PLC019506)** will be held on Friday, 30th September, 2016 at 12.00 Noon at Shalimar Bagh Club, Plot No. 9, B-Block, Community Centre, Club Road, Shalimar Bagh, Delhi- 110 088 to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet for the financial year ended 31st March, 2016 and Statement of Profit & Loss Account for the financial year ended on that date along with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Jindal (DIN 00049715), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139,142(1) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder and pursuant to the recommendation of the Audit Committee, M/s. M. M. Goyal & Co., Chartered Accountants (Firm Registration Number 007198N), be and hereby appointed as Auditors of the Company in place of M/s. S. K. Singla & Associates Chartered Accountants (Firm Registration No. 005903N) from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting, subject to ratification by shareholders at each Annual General Meeting to be held hereafter and that they be paid a remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS

4. APPOINTMENT OF MR. RAHUL AS AN INDEPENDENT DIRECTOR

To appoint **Mr. Rahul (DIN: 06873911)** as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Rahul (DIN: 06873911), who was appointed as an Additional Director of the Company with effect from November 13, 2015 by the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 27 of SEBI (Listing and Disclosure Requirements)

Regulation 2015, Mr. Rahul (DIN: 06873911), Director, in respect of whom the company has received a notice in writing proposing his candidature for the office of a director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation, to hold office for a term of 5 consecutive years up to 37th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

By order of the Board
For PAWANSUT HOLDINGS LIMITED

Sd/-
(LAXMAN SINGH SATYAPAL)
MANAGING DIRECTOR
DIN : 00007258

Date: 01.09.2016

Place: Delhi

Registered Office:

415, Usha Kiran Building,
Commercial Complex,
Azadpur, Delhi-110033

NOTES

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company.** The proxy form duly completed and signed must be deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Annual General Meeting. Proxy so appointed shall not have any right to speak at the meeting. However, in case a member has not voted through the remote E-Voting facility, the proxy may be entitled to vote through Ballot at the Annual General Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member. Proxy Holder shall prove his/her identity at the time of attending the meeting.

Regd. Office : 415, Usha Kiran Building, Commercial Complex, Azadpur, Delhi-110033

Ph. : 011-27676399 Fax : 011-27676399

Email : pawansutholdingsltd@gmail.com ; Web : www.pawansutholdings.com

2 NOTICE (continued)

3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. Brief Resume of the Directors seeking re-appointment and appointed since last Annual General Meeting, as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 executed is annexed hereto and forms part of Notice.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 26th September, 2016 to Thursday, 29th September, 2016 (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013.
6. Members are requested to:-
 - (i) note that copies of Annual Report will not be distributed at the Annual General Meeting and they will have to bring their copies of Annual Report;
 - (ii) deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the venue will be strictly on the basis of the Entry Slip available at the counters at the venue to be exchanged with the Attendance Slip;
 - (iii) quote their Folio / Client ID & DP ID Nos. in all correspondence;
 - (iv) note that no gifts / coupons will be distributed at the Annual General Meeting.
7. An Attendance Slip and proxy form have been enclosed with the notice. Members are requested to fill up the particulars of the Attendance Slip, affix their signature in the appropriate place and hand it over to the company's officials at the entrance of the Meeting venue.
8. **Inspection of documents:** Documents referred into the Notice etc. are open for inspection at the registered office of the Company at all working days except Saturdays and Sundays between 11:00 A.M and 2:00 P.M upto the date of Annual General Meeting.
9. Ministry of Corporate Affairs, Government of India vide its General Circular dated April 21, 2011 and April 29, 2011 has taken "Green Initiative in Corporate Governance" allowing paperless compliances of law through electronic mode. These Circulars permit the Companies to send various Notices/Documents to its shareholders through electronic mode to the registered e-mail addresses of the shareholders. This move by the Ministry is welcome since it benefits society at large reduction in consumption of paper and it also contributes towards greener planet.
10. Members holding shares in physical form are requested to intimate any change in address, change of name, bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, e-mail address, contact numbers, etc., to the Company's Registrar & Transfer Agents, Beetal Financial & Computer Services (P) Ltd, 3rd floor 99, Near Dada Harsukh Das Mandir, New Delhi-110062 (Telephone Number 011- 29961281-83 & E-Mail id - beetalrta@gmail.com & Website : www.beetalfinancial.com) for providing efficient and better services. Members holding shares in dematerialized form are requested to intimate such changes to their respective depository participants.
11. Members may note that Annual Report for 2015-16 including Notice of Thirty Second Annual General Meeting will also be available on Company's website www.pawansutholdings.com for your download.
12. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Company Secretary of the Company at the Registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
13. The equity shares of the company are listed at BSE Limited, P J Tower, Dalal Street, Mumbai-400 001 (Maharashtra).
14. Annual Listing fees for the year 2016-17 have been paid to the respective Exchange.
15. The Securities and Exchange of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Beetal Financial and Computer Services Private Limited.
16. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
17. **VOTING THROUGH ELECTRONIC MEANS**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 26th September, 2016 (10:00 am) and ends on 29th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Pawansut Holdings Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to prashanthgupta@kpgconsultants.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number)_____USER ID_____
PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. Once the vote on a resolution stated in this notice is cast by the shareholder through Remote E-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Prashanth Kumar Gupta, Company Secretary in Practice of M/s. KPG & Associates, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the Annual general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.
- XVI. The Scrutinizer's decision on the validity of the vote shall be final.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pawansutholdings.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XVIII. The Resolutions shall be deemed to be passed on the date of the meeting, i.e 30th September, 2016 subject to the receipt of the requisite no. of votes in favour of the Resolutions.

NOTICE (continued)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Statements with respect to items covered under Special Business in the Notice of Meeting are given below :

ITEM 4: APPOINTMENT OF MR. RAHUL AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Rahul (DIN: 06873911) was appointed as an Additional Director of the Company on 13th November, 2015. In terms of the provisions of section 161 of the Companies Act, 2013 and the rules made thereunder, he is eligible to hold office upto the date of Annual General Meeting. In terms of provision of Section 160 of the Companies Act, 2013 and rules made thereunder, a person who is not a retiring director in terms of section 152, shall subject to the provisions of this Act, be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him as a Director, has not less than fourteen days before the meeting, left at the Registered office of the Company, a notice in writing under his hand signifying his candidature as a Director, or as the case may be, the intention of such member to propose him as a candidate for that office, along with deposit of one Lakh rupees, which shall be refunded to the person, if the person who is proposed gets elected as a Director either on show of hands/Remote E-Voting/Ballot or on poll on such resolution.

Accordingly, a notice has been received from the member along with requisite amount proposing candidature of Mr. Rahul for the office of Independent Director in terms of section 160 and 161 of Companies Act, 2013.

Mr. Rahul does not hold any shares of Pawansut Holdings Limited.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 4 for approval by the shareholders.

BRIEF RESUME OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 32ND ANNUAL GENERAL MEETING

ANNEXURE -1

Name	Mr. Pradeep Kumar Jindal
Date of Birth	January 23, 1958
Date of Appointment	August 30, 2006
Qualifications	Masters In Business Administration & Bachelor's Degree in Commerce.
Expertise in specific Functional area	He has expertise in guiding Current Business and managing the financial aspects of the business.
Directorship held in other Listed Companies	Focus Industrial Resources Limited
Membership/Chairmanship of In other listed entities other than PHL	Focus Industrial Resources Limited
Number of shares held in the Company	NIL

ANNEXURE -2

Name	Mr. Rahul
Date of Birth	January 2, 1993
Qualifications	Graduate
Expertise in specific Functional area	He has vast experience in public relations and liasoning.
Directorship held in other Listed Companies	Focus Industrial Resources Limited
Membership/Chairmanship of In other listed entities other than PHL	Focus Industrial Resources Limited
Number of shares held in the Company	NIL