



**PAWANSUT HOLDINGS LIMITED
ANNUAL REPORT 2017-18**

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY- FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S PAWANSUT HOLDINGS LIMITED (CIN : L65929DL1984PLC019506) WILL BE HELD ON WEDNESDAY, 29TH AUGUST, 2018 AT FARM HOUSE NO. 6, HIRANKI VILLAGE, DELHI- 110 036 AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors thereon; and.
2. To appoint a Director in place of Mr. Ram Kishore Bansal (DIN: 05195812), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. RAM KISHORE BANSAL :

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, 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), Mr. Ram Kishore Bansal (DIN: 05195812), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 13th November, 2017 and who holds such office upto the date of ensuing Annual General Meeting be and is hereby appointed as a Director of the Company."

4. TO APPOINTMENT OF MR. RAM KISHORE BANSAL AS A MANAGING DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and consent and approval of members of the Company, be and is hereby accorded to the appointment of Mr. Ram Kishore Bansal (DIN: 05195812), as Chairman and Managing Director of the Company (earlier designated as Additional Director) for a period of 5 (five) years with effect from 13.11.2017 on the remuneration, terms and

conditions as recommended by the Nomination and Remuneration Committee, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ram Kishore Bansal.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ram Kishore Bansal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

FURTHER RESOLVED THAT any Director of the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

**By order of the Board of Directors
For PAWANSUT HOLDINGS LIMITED
Sd/-**

**(Ram Kishore Bansal)
Managing Director
DIN: 05195812**

**Place : DELHI
Date : 02-08-2018**

**Registered Office:
415, Usha Kiran Building,
Commercial Complex,
Azadpur, Delhi-110033**

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

Ph. : 011-45689333 Fax : 011-27676399

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

NOTICE (continued)

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Rules made thereunder a person can act as proxy on behalf of the Members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
1. The relevant statements to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the special business at item nos. 4 of the Notice, are annexed hereto and forms part of this Notice.
2. Body Corporate members of the Company are requested to send a certified copy of the board resolution authorizing their representative(s) to attend and vote at the meeting.
3. Brief Resume of the Directors seeking re-appointment 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th August, 2018 to Wednesday, 29th August, 2018 (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd August, 2018 to Wednesday, 29th August, 2018 (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 beetalra@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 2017-18 including Notice of Thirty- Fourth 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 Ltd, P J Tower, Dalal Street, Mumbai- 400 001 (Maharashtra).
14. Annual Listing fees for the year 2018-19 have been paid to the respective Exchange.
15. The Securities and Exchange Board 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 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. Pursuant to provisions of Section 108 of the Companies Act, 2013 and 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote 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 Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
 - III. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.pawansutholdings.com
 - IV. The e-voting period commences on **August 26, 2018 (10:00 am) and ends on August 28, 2018 (5:00 pm)**. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. 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 August 22, 2018**. 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. August 22, 2018, may obtain the login ID

- and password by sending a request at evoting@nsdl.co.in or beetalrta@gmail.com.
- VI. The facility for voting through remote e-voting 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.
- VII. **The procedure to login to e-Voting website consists of two steps as detailed hereunder:**
- Step 1 : Log-in to NSDL e-Voting system**
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
 5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2 : Cast your vote electronically on NSDL e-Voting system.**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. **Select "EVEN" of "Pawansut Holdings Limited".**
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders:**
1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail prashanthgupta@kpgconsultants.com with a copy marked to evoting@nsdl.co.in.
 2. 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.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- VIII. 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 22nd August, 2018.
- IX. 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. 22nd August, 2018, 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.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. 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.
- XI. 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.
- XII. 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.
- XIII. 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,

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- 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.
- XIV 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.
- XV The Scrutinizer's decision on the validity of the vote shall be final.
- XVI 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.
- XVII The Resolutions shall be deemed to be passed on the date of the meeting, i.e 29th August, 2018 subject to the receipt of the requisite no. of votes in favour of the Resolutions.

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

ITEM NO.-2 & 4 & 5

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Ram Kishore Bansal, who was appointed as an Additional Director (Executive category) of the Company w.e.f. 13th November, 2017 to hold office upto the date of ensuing Annual General Meeting. He is liable to retire by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Ram Kishore Bansal was also appointed as Managing Director of the Company with effect from 13th November, 2017, subject to the approval of the Members of the Company. Mr. Ram Kishore Bansal has provided his consent/ willingness to be regularized as a Director. The matter of regularization of his appointment was placed before the Remuneration & Nomination Committee which recommended his regularization.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Ram Kishore Bansal as a Director of the Company.

According to Section 196 of the Companies Act, 2013, Managing Director is to be appointed by the Members of the Company for a term not exceeding five years. The Board of Directors have, subject to the approval of the shareholders, appointed Mr. Ram Kishore Bansal as Managing Director of the Company with effect from 13th November, 2017 for a period of 5 years on the remuneration, terms and conditions recommended by the Nomination & Remuneration Committee.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board, Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 2, 2018 approving appointment of Mr. Ram Kishore Bansal, as Executive Chairman and Managing Director of the Company for a further period of five years with effect from 13th November, 2017 to 12th November, 2022. This is subject to the approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The details of remuneration payable to Mr. Ram Kishore Bansal and the material terms and conditions of the appointment are as follows:

- Salary: Rs 25,000 per month (Rupees Twenty Five Thousand Only).
- Perquisites as detailed below:

Reimbursement of Conveyance, travelling, telephonic expenses on actual basis for official purpose.

Earned Leave/ privilege leave: Encashment will be permissible in accordance with the rules of the company.

The Board of Directors of the Company be and is hereby authorized to alter, vary the terms and conditions of the re-appointment and total emoluments payable to the Managing Director as stated above. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings forms part of this Notice.

None of the Directors are interested in this Resolution.

The resolutions as set out in item nos. 4 and 5 of this Notice is accordingly recommended for your approval.

ITEM NO.-2, 4 AND 5
BRIEF RESUME OF THE DIRECTOR SEEKING
APPOINTMENT/ RE-APPOINTMENT AT THE 34th
ANNUAL GENERAL MEETING IN COMPLIANCE WITH
REGULATION 26(4), 36(3) OF SEBI (LODR), 2015 AND
SECRETARIAL STANDARD ON GENERAL MEETINGS
(SS-2)

ANNEXURE -1

Name	Mr. Ram Kishore Bansal
Date of Birth	January, 13, 1961
Date of Appointment	November 13, 2017
Director Identification Number (DIN)	05195812
Qualifications	Bachelor's Degree in Commerce.
Expertise in specific Functional area	He expertise lies in developing Company's Strategic vision and developing Business alliances
Directorship held in other Listed Companies	NIL
Membership/Chairmanship of Committees In other listed entities other than PHL	NIL
Number of shares held in the Company	NIL
Relationship with other Directors/ Manager/KMP	-
No. of Board Meetings attended during the year	2