

# Palash Securities Limited

CIN : L74120UP2015PLC069675

Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin 261 121

Email: birlasugar@birla-sugar.com | Website: www.birla-sugar.com

Telephone : +91 5862 256220 Fax : +91 5862 256225

## NOTICE

Notice is hereby given that the Fourth Annual General Meeting (AGM) of the members of PALASH SECURITIES LIMITED will be held on Monday, 24th September, 2018 at 10.30 A.M., at the Registered Office of the Company, at P.O Hargaon, Dist Sitapur, Pin – 261121, to transact the following businesses:

### ORDINARY BUSINESS

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.
  - the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2018 and the Reports of the Auditors thereon.
- To elect a Director in place of Mr. Chandra Shekhar Nopany (DIN: 00014587), who retires by rotation and, being eligible, seeks re-appointment.

### SPECIAL BUSINESS

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

**“RESOLVED THAT** Mr. Bal Kishore Malpani (DIN 00209006), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th August, 2018, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).”

By Order of the Board of Directors  
For **Palash Securities Limited**

**Mayuri Raja**

Company Secretary

Membership No.:A26022

Place : Kolkata

Dated : 10th August, 2018

### Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, body(ies) corporate, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.

5. The Register of the Members and Share Transfer of Books of the Company will remain closed from Tuesday, 18th September, 2018 to Monday 24th September, 2018 (both days inclusive), for the purpose of Annual General Meeting (AGM).
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company authorising their representative to attend and vote on their behalf at the Meeting.
7. Particulars in respect of the directors seeking appointment/re-appointment at the AGM, forms part of the Notice
8. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.
9. Members are requested to notify the change in their addresses, if any, to the Company or its Registrar & Share Transfer Agent. Members holding shares in dematerialised form should send the above information to their Depository Participants ('DPs').
10. In all correspondence with the Company/Registrar & Share Transfer Agent the Members are requested to quote their accounts/folio numbers and in case their shares are held in the dematerialized form their Client ID Number and DP ID Number.
11. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders in respect of shares held by them in physical form. The Nomination Form can be obtained for the purpose from the Company/Registrar & Share Transfer Agent. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
12. 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 the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
13. In terms of circulars issued by Securities and Exchange Board of India (India), it is mandatory to furnish a copy of PAN Card to the Company or its Registrar & Share Transfer Agent in the following cases viz Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
14. The Statement of Profit and Loss for the financial year ended 31st March, 2018, the Balance Sheet (including consolidated financial statements) as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet and circulated to the Members of the Company along with this Notice are also available in physical/electronic form for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to this AGM.
15. Members who wish to obtain information on the Company or view the Accounts for the financial year ended 31st March, 2018 may visit the Company's website [www.birla-sugar.com/www.palashsec.com](http://www.birla-sugar.com/www.palashsec.com) or send their queries at least 10 (ten) days in advance before the AGM to the Company. In accordance with the provisions of Section 136 of the Companies Act, 2013, the Company will provide a separate copy of audited financial statements in respect of each of its subsidiaries, to any shareholder of the Company on making requisition to the Company. A Statement containing the salient features of the financial statement of associate(s) forms part of the Annual Report of the Company. The audited financial statements will also be available for inspection at the Registered Office of the Company and the concerned subsidiary company(ies) on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting. Further, the documents shall also be available on the website of the Company at [www.birla-sugar.com/www.palashsec.com](http://www.birla-sugar.com/www.palashsec.com).
16. **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 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 Thursday, 20th September, 2018 (9:00 am) and ends on Sunday, 23rd September 2018 (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 17th September, 2018, 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:
  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 '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 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 holdshares 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 user 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
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 to [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - VI. 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 17th September, 2018.
  - VII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
  - VIII. 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.
  - IX. 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.
- Details on Step 2 is given below:**
- How to 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 company for which you wish to cast your vote.
  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.

- X. Mr. Mohan Ram Goenka, Practicing Company Secretary (CP No. 2551) has been appointed as the Scrutinizer for to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. 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.
- XII. The Scrutinizer shall after the conclusion of voting at the AGM, 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 two 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.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.birlasugar.com](http://www.birlasugar.com)/[www.palashsec.com](http://www.palashsec.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 and National Stock Exchange of India Limited.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 3**

Mr. Bal Kishore Malpani, aged 69 years, was appointed as an Additional Director by the Board of Directors with effect from 10th August, 2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 155 of the Articles of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 Mr. Bal Kishore Malpani holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a request in writing from a Member of the Company proposing his candidature for appointment as a Director of the

Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that the presence of Mr. Bal Kishore Malpani on the Board would be of immense benefit to the Company and therefore recommends Resolution No. 3 for approval of the Members of the Company.

Except Mr. Bal Kishore Malpani, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

**Particulars of Directors seeking appointment/re-appointment at the Annual General Meeting**

<b>Name</b>	<b>Mr. Chandra Shekhar Nopany</b>	
Date of birth	19.09.1965	
Brief profile covering experience	Mr. Chandra Shekhar Nopany is a Member of the Institute of Chartered Accountants of India and Masters in Science of Industrial Administration from Carnegie Mellon University, Pittsburgh, USA. 1989. He is an eminent industrialist having vast experience in diverse fields like sugar, tea, shipping, textiles, fertilizers and chemicals, etc. He is the past President of Indian Chamber of Commerce and was member of the Executive Committee of FICCI.	
Date of appointment	14.03.2017	
Inter-se relationship	Mr. Chandra Shekhar Nopany is the spouse of Mrs. Shalini Nopany.	
Shareholding	28,468 Equity Shares	
	<b>Name of Company(ies)</b>	<b>Committee Memberships, if any with position</b>
Other Directorships	Avadh Sugar & Energy Limited	–
	SIL Investments Limited	<ul style="list-style-type: none"> <li>● Chairman – Stakeholders Relationship Committee</li> <li>● Chairman – Corporate Social Responsibility Committee</li> </ul>
	Yashovardhan Investment & Trading Company Limited	–
	Ronson Traders Limited	● Chairman – Stakeholders Relationship Committee
	New India Retailing & Investment Limited	–
	Sutlej Textiles and Industries Limited	–
	Chambal Fertilisers and Chemicals Limited	<ul style="list-style-type: none"> <li>● Member – Nomination &amp; Remuneration Committee</li> <li>● Member – Corporate Social Responsibility Committee</li> </ul>
	Magadh Sugar & Energy Limited	● Chairman – Corporate Social Responsibility Committee
	Ganges Securities Limited	–
<b>Name</b>	<b>Mr. Bal Kishore Malpani</b>	
Date of birth	19.10.1947	
Brief profile covering experience	Mr. Bal Kishore Malpani holds a degree of Masters of Business Management from BITS, Pilani. He has over 40 years of rich experience in finance, accounts and corporate sector.	
Date of appointment	10. 08. 2018	
Inter-se relationship	None	
Shareholding	NIL	
	<b>Name of Company(ies)</b>	<b>Committee Memberships, if any with position</b>
Other Directorships	None	–

By Order of the Board of Directors  
For **Palash Securities Limited**

**Mayuri Raja**

Company Secretary

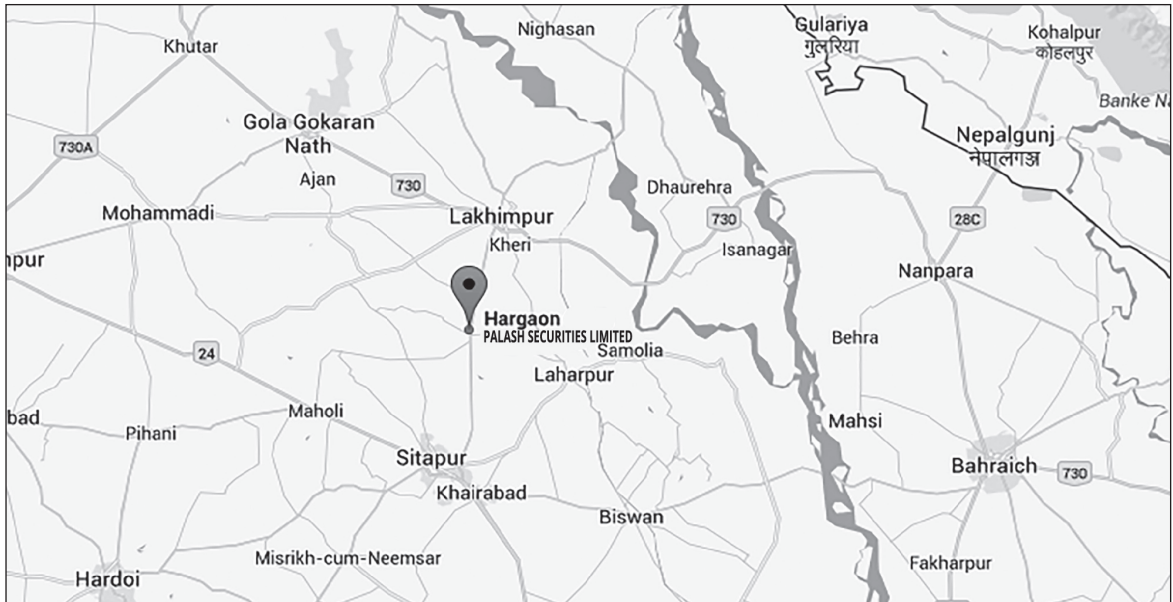
Membership No.: A26022

Place : Kolkata

Dated : 10th August, 2018

## Route Map of the Venue of the Meeting:

A Route Map showing directions to reach to the venue of the 4th AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meeting".



### Venue

P.O Hargaon, Dist Sitapur Pin – 261121

(The prominent landmark near the Venue is Hargaon Sugar Mills)

## Green Initiative in Corporate Communication Electronic Mode of Service of Documents

The Ministry of Corporate Affairs (MCA) had taken up "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide it's issued circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 allowing service of documents to shareholders through electronic mode by the Companies. As a strong supporter of green initiatives and as a responsible corporate citizen, your Company vehemently supports the said initiative.

We are sure, that as a responsible shareholder, you too will support this initiative and get yourselves registered for getting all corporate communications in electronic form from the Company. By registering yourself with the Company for e-communication, you will be able to receive such notice(s)/ document(s), etc., promptly and without there being a chance of loss of the same in postal transit. It is therefore proposed that henceforth documents, Notices of Meetings, Annual Reports, Directors' Reports, Auditors' Report and

other shareholder communications will be sent electronically to the e-mail id provided by you and made available with the Company by the Depositories viz., NSDL/CDSL.

All those shareholders of the Company who have so far not provided their e-mail ids to the Company are requested to do so. All those shareholders who have already provided their e-mail ids to the Company are requested to keep their Depository Participants (DPs) informed of changes, if there be any, in their e-mail ids. For shares held in physical form, shareholders can either register their e-mail ids with the Company at [secretarial@birla-sugar.com](mailto:secretarial@birla-sugar.com) mentioning their name(s) and folio no. or intimate their e-mail ids to the Company's Registrar & Share Transfer Agent M/s Link Intime India Private Limited at the following address:

Link Intime India Private Ltd. (Unit: Palash Securities Limited)  
59C, Chowringhee Road, Kolkata 700020  
Email: [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in)