

PAUSHAK

Your Strategic Source

For Phosgene Derivatives



46th ANNUAL REPORT
2018-19

PAUSHAK LIMITED

Board of Directors

Mr. Chirayu Amin - Chairman
 Mr. Udit Amin
 Mr. Amit Goradia
 Mr. Vijay Gandhi
 Mr. Atul Patel
 Dr. Shamita Amin
 Mr. Abhijit Joshi - Whole-time Director & CEO

Dy. CFO

Mr. Kaushik Shah

Company Secretary

Mr. Charandeep Singh Saluja (upto 31st May, 2018)
 Ms. Manisha Saraf (w.e.f. 1st June, 2018)

Statutory Auditors

Maloo Bhatt & Co.
 Chartered Accountants
 204-207, Parshwa Complex,
 Nr. Cash & Carry, Ellora Park,
 Vadodara - 390 023.

Manufacturing Facility

Panelav, Tal. Halol,
 Dist. Panchmahal - 389 350. Gujarat.

Registrar and Transfer Agent

Link Intime India Pvt. Ltd.
 B-102 & 103 Shangrila Complex,
 1st Floor, Opp. HDFC Bank,
 Nr. Radhakrishna Char Rasta,
 Akota, Vadodara - 390 020.
 Tel : +91 265 2356573 / 2356794
 Fax : +91 265 2356791
 Email ID : vadodara@linkintime.co.in

Stock Exchange

BSE Limited
 Phiroze Jeejeebhoy Towers,
 Dalal Street,
 Mumbai - 400 001.
 Code : 532742 / PAUSHAK LTD

Registered Office

Alembic Road, Vadodara - 390 003.
 Tel : +91 265 2280550
 Fax : +91 265 2282506
 Email ID : investors@paushak.com
 Website : www.paushak.com
 CIN : L51909GJ1972PLC044638

NOTICE

NOTICE is hereby given that the **Forty Sixth Annual General Meeting of Paushak Limited** will be held at "Sanskriti", Alembic Corporate Conference Center, Opp. Pragati Sahakari Bank Limited, Alembic Colony, Vadodara - 390 003, on **Wednesday, the 7th August, 2019 at 12:30 p.m.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Chirayu Amin (DIN: 00242549) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

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

Re-appointment of Dr. Shamita Amin (DIN: 00331702) as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), rules framed thereunder and Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby accorded to the re-appointment of Dr. Shamita Amin as an Independent Director of the Company, not liable to retire by rotation, for her second term of five consecutive years w.e.f. 10th March, 2020.

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

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

Ratification of Remuneration to the Cost Auditor for the F.Y. 2019-20.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 ('the Act'), the remuneration payable to M/s. Santosh Jejurkar & associates, Cost Accountant (FRN: 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 2019-20 amounting to ₹ 0.30 Lacs plus applicable taxes, traveling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed."

NOTES:

1. **ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided such person shall not act as a proxy for any other person or shareholder.**
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. The Register of Members of the Company will remain closed from Thursday, 1st August, 2019 to Wednesday, 7th August, 2019 (both days inclusive), for the purpose of payment of dividend.
5. The details of Mr. Chirayu Amin and Dr. Shamita Amin, Directors, seeking re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions is annexed herewith as Annexure A to this notice.
6. The dividend when sanctioned will be made payable on or before Friday, 16th August, 2019, to those members whose names stand on the Register of Members of the Company on Wednesday, 31st July, 2019 in case of physical shares and to those members as per the beneficiary position to be given by NSDL and CDSL. Members are requested to notify promptly any change in their registered addresses.

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

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

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

7. As per the provisions of Section 125 of the Companies Act, 2013 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 Companies Act, 2013.

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 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 the R & T Agents of the Company.

The due dates for transferring the unclaimed / unpaid dividend to IEPF are as under:

| Date of Declaration of Dividend | Dividend for Financial Year | Proposed Month and Year of Transfer to the Fund |
|---------------------------------|-----------------------------|---|
| 8 th August, 2012 | 2011-12 | September, 2019 |
| 8 th August, 2013 | 2012-13 | September, 2020 |
| 7 th August, 2014 | 2013-14 | September, 2021 |
| 13 th August, 2015 | 2014-15 | September, 2022 |
| 11 th August, 2016 | 2015-16 | September, 2023 |
| 2 nd August, 2017 | 2016-17 | September, 2024 |
| 6 th August, 2018 | 2017-18 | September, 2025 |

8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting.
9. All the work related to share registry in terms of both physical and electronic, are being conducted by Company's R & T Agents, Link Intime India Pvt. Limited, B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020 Tel: +91 265 2356573, 2356794 Email ID: vadodara@linkintime.co.in. The Shareholders are requested to send their communication to the aforesaid address.
10. The Company has designated an exclusive Email 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 email address.
11. Updation of Email ID: The Shareholders are requested to intimate their Email ID to the Company or update their Email ID registered with Depository Participants, if the same is changed.
12. **Voting through Electronic Means and Declaration of Results:**

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

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

M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer for conducting the e-voting process.

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 voting results based on the scrutinizer's report received on e-voting and voting at the meeting. The voting results along with scrutinizer's report will be displayed on the:

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

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

- (i) The E-voting period begins on Sunday, 4th August, 2019 at 9:00 a.m. and ends on Tuesday, 6th August, 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Wednesday, 31st July, 2019 may cast their vote electronically. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on Wednesday, 31st July, 2019, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com. The e-voting module shall be disabled by CDSL for voting after Tuesday, 6th August, 2019 (5:00 p.m.).
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|--|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is printed on address label/sticker affixed on the back page of the Annual Report. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after first two characters of the name in CAPITAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company (**PAUSHAK LIMITED - 190625004**) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xviii) Shareholders can also use Mobile app - "m-Voting" for e-voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log into m-Voting using their e-voting credentials to vote for the Company resolution(s).
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board,

Sd/-

Manisha Saraf
Company Secretary

Registered Office: Alembic Road, Vadodara - 390 003

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

Website: www.paushak.com

Email ID: investors@paushak.com

CIN: L51909GJ1972PLC044638

Date: 6th May, 2019

Place: Vadodara

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

Item No. 4

Dr. Shamita Amin (DIN: 00331702) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ('the Act') and the Clause 49 of the erstwhile Listing Agreement entered into with the stock exchange. Dr. Shamita Amin holds office as an Independent Director of the Company upto 9th March, 2020 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Dr. Shamita Amin is an M.B.B.S., M.D. She has experience of over 35 years as Consulting Physician and Associate Professor in S.S.G. Hospital & Medical College, Vadodara. She holds directorships in Mahi-Valley Hotels and Resorts Limited and Janardan Colds Storage Co. Private Limited.

The Board of Directors at its meeting held on 6th May, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given her background and experience and contributions made by her during her tenure, the association of Dr. Shamita Amin would be beneficial to the Company and it is desirable to re-appoint Dr. Shamita Amin as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 10th March, 2020.

In the opinion of the Board, Dr. Shamita Amin fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

Copy of the draft letter of appointment of Dr. Shamita Amin setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The details of Dr. Shamita Amin as required under the provisions of Regulation 36(3) of the Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

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

Item No. 5

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountants. M/s. Santosh Jejurkar & Associates, Cost Accountant has been appointed by the Board of Directors of the Company, on the recommendation of the Audit Commitment, to conduct the audit of the Cost Records of the Company for the inorganic chemicals for the financial year 2019-20.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is 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 2019-20 as set out in the resolution for aforesaid services to be rendered by them.

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

None of the Directors, Key Managerial Personnel and relatives thereof has any concern, interest, financial or otherwise in the resolution at Item No. 5 of the Notice.

By Order of the Board,
Sd/-

Manisha Saraf
Company Secretary

Registered Office: Alembic Road, Vadodara - 390 003

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

Website: www.paushak.com

Email ID: investors@paushak.com

CIN: L51909GJ1972PLC044638

Date: 6th May, 2019

Place: Vadodara

ANNEXURE A

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

| Name of the Director | Mr. Chirayu Amin | Dr. Shamita Amin |
|---|--|--|
| Age | 72 years | 71 years |
| Qualification | MBA | M.B.B.S, M.D. |
| Experience | 51 years | 40 years |
| Terms and Conditions of re-appointment along with details of remuneration sought to be paid | N.A. | N.A. |
| Remuneration last drawn (2018-19) | N.A. | N.A. |
| Nature of expertise in specific functional areas | Management & Leadership | Management & Healthcare |
| Date of first appointment on to the Board | 18 th August, 2005 | 10 th March, 2015 |
| No. of Shares held in the Company as on 31 st March, 2019 | 89,686* Equity shares | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Mr. Chirayu Amin is the father of Mr. Udit Amin. | Dr. Shamita Amin does not have any relation with other Directors, Manager and other Key Managerial Personnel. |
| No. of Meetings of the Board attended during the year | 4 | 3 |
| Directorship in other companies as on 31 st March, 2019 | <ol style="list-style-type: none"> 1. Alembic Pharmaceuticals Limited 2. Alembic Limited 3. Elecon Engineering Company Limited 4. Shreno Limited 5. Nirayu Private Limited | <ol style="list-style-type: none"> 1. Janardan Colds Storage Co. Private Limited 2. Mahi-Valley Hotels and Resorts Limited |
| Chairmanship / Membership of Committees of other Board | <ol style="list-style-type: none"> 1. Alembic Pharmaceuticals Limited <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Chairman of Corporate Social Responsibility Committee 2. Alembic Limited <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee 3. Shreno Limited <ul style="list-style-type: none"> • Member of Nomination and Remuneration Committee • Chairman of Stakeholders Relationship Committee and Corporate Social Responsibility Committee 4. Nirayu Private Limited <ul style="list-style-type: none"> • Chairman of Corporate Social Responsibility Committee | Nil |

*15,423 Equity share held in the name of Chirayu Ramanbhai Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 46th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2019.

1. Operations and State of Affairs of the Company:

(₹ in Lacs)

| Particulars | Year ended on 31 st March, 2019 | Year ended on 31 st March, 2018 |
|---|---|---|
| Profit for the year before Interest, Depreciation and Tax | 4,284.09 | 3,235.03 |
| Adjusting therefrom: | | |
| Less: | | |
| Interest (net) | 13.64 | 9.80 |
| Depreciation | 386.51 | 338.70 |
| Profit before Exceptional Items and Tax | 3,883.94 | 2,886.53 |
| Add: | | |
| Exceptional Items | 1,015.04 | - |
| Profit before Tax | 4,898.98 | 2,886.53 |
| Less: | | |
| Tax Expenses | 1,003.24 | 739.45 |
| Profit after Tax | 3,895.74 | 2,147.08 |
| Other Comprehensive Income | 4,784.34 | 979.85 |
| Total Comprehensive Income | 8,680.08 | 3,126.93 |

The Company has prepared the Standalone Financial Statements in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013.

2. Transfer to Reserve:

During the year under review, the Company has not proposed to transfer any amount to General Reserve out of the net profits of the Company.

3. Dividend:

Your Directors recommend Dividend at ₹ 5.00 per equity share (i.e. 50%) of face value ₹ 10/- per share for the financial year ended on 31st March, 2019 as against ₹ 3.00 per equity share (i.e. 30%) for the financial year ended 31st March, 2018.

4. Management Discussion and Analysis Report:

As per the provision of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report has been included and is annexed herewith as Annexure A.

5. Corporate Governance:

The Report on Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

The requisite certificate from M/s. Samdani Shah & Kabra, Practising Company Secretaries confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Schedule V is enclosed to the Report on Corporate Governance.

6. Directors:

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Chirayu Amin, Chairman of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

The first term of office of Dr. Shamita Amin, Independent Director will expire on 9th March, 2020. The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 6th May, 2019 has recommended her re-appointment as Independent Director of the Company for a second term of 5 (five) consecutive years, subject to approval of the members by way of Special Resolution at the Annual General Meeting.