

# PUSHKAR BANIJYA LIMITED

CIN NO: L31100WB1982PLC03538  
Registered Office: 89, NETAJI SUBHAS ROAD  
1<sup>ST</sup>FLOOR, KOLKATA- 700 001  
Tel.: 033-4003-6075, Email: pbltd@yahoo.in  
Website: [www.pushkarbanijya.com](http://www.pushkarbanijya.com)

## (ANNEXURE TO THE NOTICE FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30-09-2021)

Name & Registered Address :  
of Sole/First named Member :  
Joint Holders Name (If any) :  
Folio No. / DP ID & Client ID :  
No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to 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 Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, 30<sup>th</sup> September, 2021 at 11.00 A.M. at 89 N.S Road, Kolkata 700 001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
27 <sup>th</sup> September, 2021 at 10.00 A.M.(IST)	29 <sup>th</sup> September, 2021 at 5.00 P.M.(IST)

Please read the instructions mentioned in the Notes of the AGM Notice before exercising your vote.

**For and on behalf of the Board of Directors**

**Place: Kolkata**  
**Date: 16.08.2021**

**Pawan Kumar Chandak**  
**Chairman cum Managing Director**  
**DIN: 00584591**

Encl: AGM Notice/Attendance Slip/Proxy Form

# PUSHKAR BANIJYA LIMITED

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1<sup>ST</sup>FLOOR, KOLKATA- 700 001

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## NOTICE OF THE MEETING

**NOTICE** is hereby given that the **39<sup>th</sup>, Annual General Meeting (the "AGM")** of Pushkar Banijya Limited ("the Company") will be held on Thursday, 30<sup>th</sup> September, 2021 at 11:00 A.M. at its Registered Office at 89, N. S. Road, 1st Floor, Kolkata- 700 001, West Bengal to transact the following businesses: -

### A. ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements & Reports

To receive, consider and adopt (a) the Audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the Reports of the Auditors and Board of Directors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the report of Auditors thereon and in this regard, pass the following resolutions, with or without modification(s), as Ordinary Resolutions:

**(a) "RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the reports of the Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted."

**(b) "RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

#### 2. Appointment of Mrs. Vidya Chandak as a Director liable to retire by rotation

To appoint a Director in place of Mrs. Vidya Chandak (DIN: 00584650) who retires by rotation and being eligible, offers herself for re-appointment.

**Rational:** Mrs. Vidya Chandak, being longest in the office amongst the Directors liable to retire by rotation is proposed to retire at the ensuing Annual General Meeting. Given her contribution to the success of the Company, it is proposed to re-appoint her as a Director.

To the extent that Mrs. Vidya Chandak is required to retire by rotation, she would need to be re-appointed as a Director of the Company, who shall continue her term as non-executive Director of the Company.

Also, please refer Additional Information on Director recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable Secretarial Standards.

Therefore, members are requested to consider and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Vidya Chandak (DIN: 00584650) as a Director of the Company, who shall continue as Non-Executive Director of the Company, to the extent that she is required to retire by rotation."

## **B. SPECIAL BUSINESS**

### **3. APPOINTMENT OF STATUTORY AUDITOR TO FILL THE CASUAL VACANCY AND FIXATION OF REMUNERATION**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. Patni & Co., Chartered Accountants (FRN.: 320304E) be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. A.C.Bhuteria & Co, Chartered Accountants (FRN.: 303105E) to hold the office from 16<sup>th</sup> August, 2021 until the conclusion of this 39<sup>th</sup> Annual General Meeting (AGM) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company;

**RESOLVED FUTHER THAT** Mr. Pawan Kumar Chandak, (DIN: 00584591), Managing Director of the Company, be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file the necessary e-form with the Registrar of Companies (RoC) and to do all such acts, deeds and things as may be considered necessary in this regard.”

### **4. APPOINTMENT OF STATUTORY AUDITOR AND FIXATION OF REMUNERATION**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. Patni & Co., Chartered Accountants (FRN.: 320304E) be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of this 39<sup>th</sup> AGM for a single term of 5 (Five) years, till the conclusion of 44<sup>th</sup> A.G.M. at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company;

**RESOLVED FUTHER THAT** Mr. Pawan Kumar Chandak, (DIN: 00584591), Managing Director of the Company, be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file the necessary e-form with the Registrar of Companies (RoC) and to do all such acts, deeds and things as may be considered necessary in this regard.”

### **5. RE-APPOINTMENT OF MR. PAWAN KUMAR CHANDAK (DIN: 00584591) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS**

To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3

of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) the approval of the members of the Company be & are hereby accorded for the reappointment and payment of remuneration to Mr. Pawan Kumar Chandak (DIN: 00584591) as Managing Director of the Company for a period of three(3) consecutive years effective from 1<sup>st</sup> April, 2021, liable to retire by rotation, on the terms and condition as mutually agreed upon by the Board and Mr. Chandak as specified in the Explanatory Statements pursuant to the provisions of sec 102 (1) of the Companies act, 2013 annexed to this Notice below with liberty to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to vary the terms including increase in remuneration within the limits prescribed under the Act and as may be mutually agreed to by and between Mr. Pawan Kumar Chandak and the Company from time to time;

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration and other terms and conditions as detailed in the Explanatory Statement forming part of this Notice or the revised remuneration as approved by the Board of Directors, from time to time, to be paid to Mr. Pawan Kumar Chandak be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to file the necessary e-form with the Registrar of Companies and to do all such acts, deeds and things which are necessary for the reappointment of Managing Director of the Company.”

**6. RE-APPOINTMENT OF MR. KESHAV BHATTER AS AN INDEPENDENT & NON-EXECUTIVE DIRECTOR OF A COMPANY FOR A FURTHER TERM OF 5 YEARS**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**.

**RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India, Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Keshav Bhattar (DIN:00741517), as an Independent & Non- Executive Director pursuant to the Section 161(1) of the Act and Articles of Association of the Company, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years with effect from 28.07.2020 to 28.07.2025 (both days inclusive) and is not liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Pawan Kumar Chandak, Director (DIN: 00584591) be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard;

**7. RE-APPOINTMENT OF MR. SUNIL NARSARIA AS AN INDEPENDENT & NON-EXECUTIVE DIRECTOR OF A COMPANY FOR A FURTHER TERM OF 5 YEARS**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India, Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 (including any statutory modifications or re- enactments thereof, for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Sunil Narsaria (DIN:00078894), as an Independent & Non- Executive Director pursuant to the Section 161(1) of the Act and Articles of Association of the Company, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five (5) consecutive years with effect from 24.05.2021 to 24.05.2026 (both days inclusive) and is not liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Pawan Kumar Chandak, Director (DIN: 00584591) be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

**For and on behalf of the Board of Directors**

**Place: Kolkata  
Date: 16.08.2021**

**Pawan Kumar Chandak  
Chairman cum Managing Director  
DIN:00584591**

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Notes: -

1)A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and such proxy need not be a member. The instrument appointing the proxy in Form MGT-11 annexed hereto. In order to be effective, the said proxy form should reach the registered office of the Company not less than forty-eight (48) hours (on or before 28<sup>th</sup> September, 2021, 11:00 A.M.) before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority as applicable.

2)Corporate Members are required to send to the Registered Office of the Company, a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

3)A member is entitled to inspect proxies lodged at any time before 24 hours of the time fixed for commencement of the meeting ending with the conclusion of the meeting, provided that not less than three days' notice in writing is given to the company Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.

4) The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

**5) THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM FRIDAY, 24<sup>TH</sup> SEPTEMBER, 2021 TO THURSDAY, 30<sup>TH</sup> SEPTEMBER, 2021 (BOTH DAYS INCLUSIVE).**

6) Share Transfer documents and all correspondence relating thereto, should be addressed to the Registrars and Transfer Agent of the Company, M/s. Niche Technologies Pvt Ltd, 7th Floor, Room No. 7A & 7B, 3A, Auckland Place, Kolkata – 700 017

7) Members are requested to:

a. Intimate change of address immediately to the Registrar and Transfer Agents of the Company, M/s. Niche Technologies Pvt Ltd in respect of their holding in physical form.

b. Notify change of address immediately to their Depository Participants in respect of their holding in dematerialized form.

c. Register their email address and changes therein from time to time with M/s. Niche Technologies Pvt Ltd for shares held in physical form and with their respective Depository Participants for shares held in dematerialized form.

8) In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them in physical form. Members desirous of making nominations may procure the prescribed form from Registrars and Transfer Agents of the Company, M/s. Niche Technologies Pvt Ltd on request. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.

9) Members who wish to obtain information of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.

10) Members/Proxies are requested to bring their Attendance Slip along with copy of the Annual Report to the AGM. Duplicate Attendance Slips and copies of the Annual Report will not be provided at the AGM Venue.

11) For securities market transactions and off market/private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares. SEBI has made it mandatory to furnish a copy of PAN in the following cases:

a. Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).

b. Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of the shares.

c. Transposition of shares when there is a change in the order of the names in which physical shares are held jointly in the names of two or more shareholders.

12) The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

In case you have not registered your e-mail Id, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us to participate in the Green Initiative of the MCA and to protect our environment

13) Electronic copy of the Notice of the 39<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email-ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of the 39<sup>th</sup>AGMof the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

14) Members may also note that the Notice of the 39<sup>th</sup> AGM and the Annual Report for 2020-21 will also be available on the Company's website [www.pushkarbanijya.com](http://www.pushkarbanijya.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

15) Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the Company's investor email id:

## **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 and Regulation 44 of the SEBI (Listing Obligations 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 Central Depository Services (India) Limited (CDSL).
- 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. 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.
- III. The process and manner for remote e-voting are as under:
- IV. The remote e-voting period commences on 27.09.2021 (10:00 am) and ends on 29.09.2021 (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 23<sup>rd</sup> September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL 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 shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- VI. Click on "Shareholders" tab.  
  
Now Enter your User ID  
  
For CDSL: 16 digits beneficiary ID,  
  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- VII. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

- VIII. Next enter the Image Verification as displayed and Click on Login.
- IX. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- X. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>a. 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.</p> <p>b. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the 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.</p>
DOB	Enter the Date of Birth as recorded in your Demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your Demat account with the depository or in the company records for your folio.</p> <p>c. Please Enter the DOB or Bank Account Number in order to Login.</p> <p>d. If both the details are not recorded with the depository or company, then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</p>

- XI. After entering these details appropriately, click on "SUBMIT" tab.
- XII. 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.
- XIII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIV. Click on the EVSN for the relevant Company Name i.e. **PUSHKAR BANIJYA LIMITED** on which you choose to vote. 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.
- XV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- XVI. 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.
- XVII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XIX. If Demat account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XX. Note for Institutional Shareholders & Custodians:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).

After receiving the login details, they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

- XXI. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533 .
- XXII. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

17) Institutional Members / Bodies Corporate (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 through e-mail at [anujzz.saraswat@gmail.com](mailto:anujzz.saraswat@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 29, 2021, up to 5 pm. without which the vote shall not be treated as valid

18) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 23<sup>rd</sup> September, 2021. A person who is not a member as on cut off date should treat this notice for information purpose only.

19) The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / register of beneficial owners maintained by depositories as at closing hours of business on Friday, 20<sup>th</sup> August, 2021.

- 20) The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2021. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 21) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2021, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 22) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- 23) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date of 23<sup>rd</sup> September, 2021, are requested to send the written / email communication to the Company at [pbltd@yahoo.in](mailto:pbltd@yahoo.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting. However, if you are already registered with CDSL for remote e-voting then you can use your existing User Id and Password for casting your vote.
- 24) Mr. Anuj Saraswat, Practicing Company Secretary, (Certificate of Practice Number 13568) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
- 25) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pushkarbanijya.com](http://www.pushkarbanijya.com) and on the website of CDSL. The same will be communicated to the stock exchange viz. The Calcutta Stock Exchange Limited, where the shares of the company are listed.
- 26) Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies act, 2013 and the Register of Contracts & Arrangements in which Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

## **ANNEXURE TO THE 39th AGM NOTICE**

### **Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 to the accompanying notice**

#### **Item No. 3**

##### **Appointment of Statutory Auditor to fill the casual vacancy and fixation of remuneration**

The members of the Company at the 36<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> August, 2018 has approved the appointment of M/s. A.C.Bhuteria & Co., Chartered Accountants, (FRN.: 303105E) as the Statutory Auditors of the Company for a term of five years till the conclusion of 41<sup>th</sup> Annual General Meeting. M/s., A.C.Bhuteria & Co., Chartered Accountants, have tender their resignation as the Statutory Auditors of the Company, expressing their inability due to the COVID 19 pandemic, considering the revised regulatory frameworks issued by the RBI (as stated in resignation letter) resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 14<sup>th</sup> August, 2021, as per section 139(8) of the Companies, Act, 2013. In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board. Accordingly, based on the recommendation of the Audit Committee and confirmation received from M/s. Patni & Co., Chartered Accountants, (FRN.: 320304E) on their eligibility, the Board recommends to the members for the appointment of M/s. Patni & Co., Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy.

The brief profile of the Auditors is as under: M/s. Patni & Co. is a well-known Chartered Accountants firm having 28 years of experience.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Directors recommend the resolution for approval by the members.

#### **Item No. 4**

##### **Appointment of Statutory Auditor and fixation of remuneration**

The Board of Directors at their meeting held on 16<sup>th</sup> August, 2021, as per the recommendation of the Audit Committee and pursuant to Sec. 139 and other applicable provisions, if any, of the Companies act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, recommended the appointment of M/s. Patni & Co. Chartered Accountants, (FRN.: 320304E) as Statutory Auditor of the Company for a period of five (5) years, from the conclusion of this 39<sup>th</sup> AGM till the conclusion of the 44<sup>th</sup> Annual General Meeting to be held in the year 2026 at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Patni & Co., Chartered Accountants, to act as the Statutory Auditor of the Company in place of M/s. A.C. Bhuteria & Co. along with confirmation that appointment if made will be in accordance with the Companies Act, 2013.

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

The Directors recommend the resolution for approval by the members.

## **Item No. 5**

### **Re-appointment of Mr. Pawan Kumar Chandak (DIN: 00584591) as the Managing Director of the Company for a term of three years**

Based on the recommendation and approval of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on June 30, 2021, subject to approval of the Members of the Company reappointed, Mr. Pawan Kumar Chandak as Managing Director of the Company for a period of three (3) years effective from April 1, 2021 at the remuneration recommended by the Nomination and Remuneration Committee ("the Committee") of the Board

Mr. Pawan Kumar Chandak has been a leader from the beginning and has promoted deep rooted values and ethics, the core strengths of the company. His core competence and in-depth analysis of the business has been a cornerstone for the company to aim for newer heights. Mr. Chandak has over 10 years of experience in the NBFC Business which has helped the company to achieve its objectives.

It is proposed to seek the member's approval for the reappointment of and remuneration payable to Mr. Pawan Kumar Chandak as Managing Director, in terms of the provisions of the Act. Below are the particulars of the terms of re-appointment and remuneration payable to Mr. Chandak, as Managing Director are as under:

#### **Term of Re-appointment:**

Three (3) years with effect from 1st April, 2021 to 31st March, 2024

#### **Salary & Perquisites:**

Basic Salary of Rs.1,00,000/- per month w.e.f. 1st April, 2021

#### **Other Terms and Conditions:**

The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approval as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any Committee thereof.

The terms and conditions of the said reappointment may be altered, amended, varied and modified from time to time by the Board of Directors or Committee thereof as it may be permissible and if deemed fit in terms of the Companies Act, 2013 or any amendments or modifications or reenactments made thereto in consultation with Mr. Chandak.

Subject to the superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would be commensurate with his position as the Managing Director of the Company and as may be delegated to him from time to time. He shall be liable to retire by rotation. All Consent and declaration has been duly obtained by the Company that Mr. Chandak is not debarred or restrained from acting as director of the company by virtue of any SEBI order or any other such authority and that he is not disqualified to continue as director of any company. Mr. Chandak attended all the Meetings of the Board of Directors of the Company held during the year 2020-2021.

The Board recommends the resolution set forth in Item no 5 for the approval by the shareholders of the Company as **SPECIAL RESOLUTION**.

Additional information in respect of Mr. Pawan Kumar Chandak, pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is provided in Annexure to this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution set out at item No. 5 of the notice, except Mr. Pawan Kumar Chandak, Managing Director and Mrs. Vidya Chandak, Director, who are related to each other and their relatives, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

#### **Item No. 6**

##### **Re-appointment of Mr. Keshav Bhatte as an Independent & Non-Executive Director of a Company for a further term of 5 years**

Based on the recommendation of the Nomination and Remuneration Committee, the Boards of Directors of the Company, pursuant to the provisions of Section 149, 150, 152, 161(1) read with Schedule IV of the Act and the Articles of Association of the Company, had re-appointed Mr. Keshav Bhatte (DIN: 00741517) as an Independent Director for a term of five (5) consecutive years with effect from 28.07.2020, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Keshav Bhatte for the office of Director of the Company. He has given her consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a declaration from Mr. Keshav Bhatte that he meets the criteria of Independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing and disclosure Requirement) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for re-appointment as the Independent Director as specified in the Act and possess a requisite skills, qualifications, experience, knowledge and holds the highest standard of integrity. Further Mr. Keshav Bhatte has been included in the data bank maintained by the institute. He has been exempted from clearance of online proficiency self- assessment test conducted by the institute. Brief profile and other information of Mr. Bhatte as required under Regulation 36(3) is provided separately forming part of the Notice. Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Bhatte is re-appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of five (5) consecutive years with effect from 28.07.2020 to 28.07.2025 (both days inclusive) subject to the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution set out at item No. 6 of the notice, except Mr. Pawan Kumar Chandak, Managing Director and Mrs. Vidya Chandak, Director, who are related to each other and their relatives, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company. The Board recommends the Special Resolution set out at item No. 6 of the Notice for approval by the Shareholders.

#### **Item No. 7**

##### **Re-appointment of Mr. Sunil Narsaria as an Independent & Non-Executive Director of a Company for a further term of 5 years**

Based on the recommendation of the Nomination and Remuneration Committee, the Boards of Directors of the Company, pursuant to the provisions of Section 149, 150, 152, 161(1) read with Schedule IV of the Act and the Articles of Association of the Company, had re-appointed Mr. Sunil

Narsaria (DIN 00078894 ) as an Independent Director for a term of five (5) consecutive years with effect from 24.05.2021, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sunil Narsaria for the office of Director of the Company. He has given her consent to act as a Director and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a declaration from Mr. Sunil Narsaria that he meets the criteria of Independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing and disclosure Requirement) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for re-appointment as the Independent Director as specified in the Act and possess a requisite skill, qualifications, experience, knowledge and holds the highest standard of integrity. Further the name of Mr. Narsaria has been included in the data bank maintained by the institute. He also informed the Company that he has been exempted from clearance of online proficiency self- assessment test conducted by the institute and also submitted the certificate for the same. Brief profile and other information of Mr. Narsaria as required under Regulation 36(3) is provided separately forming part of the Notice. Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Narsaria is re-appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of five (5) consecutive years with effect from 24.05.2021 to 24.05.2026 (both days inclusive) subject to the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the resolution set out at item No. 7 of the notice, except Mr. Pawan Kumar Chandak, Managing Director and Mrs. Vidya Chandak, Director, who are related to each other and their relatives, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company. The Board recommends the Special Resolution set out at item No. 7 of the Notice for approval by the Shareholders.

**Place: Kolkata**  
**Date: 16.08.2021**

**Pawan Kumar Chandak**  
**Chairman cum Managing Director**  
**DIN: 00584591**

## ANNEXURE TO THE NOTICE

### DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE THIRTY NINTH ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI

Name	Mrs. Vidya Chandak	Mr. Pawan Kumar Chandak
Din	00584650	00584591
Age	51 years	53 years
Qualification	Higher Secondary	B.Com
Experience	10 years+	10 years+
Expertise in specific functional area	NBFC Business	NBFC Business
Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	As per the Resolution passed by the shareholders at the Annual General meeting held in 2008, Mrs. Vidya Chandak was appointed as a Non-Executive Director, liable to retire by rotation.	As per the Resolution passed by the shareholders at the Annual General meeting held in 2008, Mr. Pawan Kumar Chandak was appointed as Executive Director, liable to retire by rotation.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March 2021	Remuneration sought to be paid : Rs. 1,00,000/-p.m. Remuneration paid in the last financial year was: Rs. 12,00,000/-. The details of remuneration are provided in the Corporate Governance Report section of the Annual Report 2020-21	Remuneration sought to be paid : Rs. 1,00,000/-p.m. Remuneration paid in the last financial year was: Rs. 12,00,000/-. The details of remuneration are provided in the Corporate Governance Report section of the Annual Report 2020-21
Date of first appointment on the Board	24 <sup>th</sup> December, 2008	24 <sup>th</sup> December, 2008
Relationship with other Directors / KMP	Wife of Mr. Pawan Kumar Chandak, Director of the Company	Husband of Mrs. Vidya Chandak, Director of the Company
Directorship held in other Companies as on 31.03.2021	<ul style="list-style-type: none"> <li>➤ HKG Traders Pvt Ltd</li> <li>➤ Goenka Commercial Pvt Ltd</li> <li>➤ Peekay Commercial Pvt Ltd</li> <li>➤ Lalit Byapar Pvt Ltd.</li> <li>➤ Beepee Traders Pvt Ltd</li> <li>➤ Suchak Commotrade Pvt Ltd</li> <li>➤ Namrata Merchants Pvt Ltd</li> <li>➤ Femina Stock Management Company Ltd</li> <li>➤ Economy Vintrade Pvt Ltd</li> <li>➤ Lily Niwas Pvt Ltd</li> <li>➤ Blue Light Villa Pvt Ltd</li> <li>➤ Shivmani Promoters Pvt Ltd</li> </ul>	<ul style="list-style-type: none"> <li>➤ Navrang Griha Nirman Pvt Ltd</li> <li>➤ Suchak Commotrade Pvt Ltd</li> <li>➤ Namrata Merchants Pvt Ltd</li> <li>➤ Femina Stock Management Company Ltd</li> <li>➤ Chandak Resources Pvt Ltd</li> <li>➤ Economy Vintrade Pvt Ltd</li> </ul>
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director as on 31.03.2021	Member of Audit Committee and Nomination and Remuneration Committee, Chairperson of Stakeholders Relationship Committee	Member of Stakeholder Relationship Committee
Number of Equity Shares held in the Company as on 31.03.2021	308750 equity shares	654655 equity shares

**The details as per the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Re-appointment of Mr. Keshav Bhatte as an Independent Director of the Company for a second term of Five (5) year**

<b>Name of the Director</b>	Mr. Keshav Bhatte (DIN: 00741517)
<b>Reason for change viz. appointment, resignation, removal, death or otherwise</b>	Reappointment of Mr. Keshav Bhatte as an Independent Director of the Company for a second term of Five (5) years from 28.07.2020 upto 28.07.2025, subject to the approval of shareholders of the Company.
<b>Date and Terms of appointment/ cessation (as applicable)</b>	Re-appointed w.e.f. 28.07.2020 for Five (5) years subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.
<b>Brief Profile</b>	Mr. Keshav Bhatte has experience of over 5 years in the Non-Banking Financial Sector and also possess a vast knowledge in the field of financial sector.  At Pushkar Banijya Limited, Mr. Keshav Bhatte is the Chairperson of the Nomination and Remuneration Committee and Audit Committee,
<b>Disclosure of relationship between Directors</b>	Mr. Keshav Bhatte is not related to any of the Directors of the Company.

**Re-appointment of Mr Sunil Narsaria as an Independent Director of the Company for a second term of Five (5) years**

<b>Name of the Director</b>	Mr. Sunil Narsaria (DIN: 00078894)
<b>Reason for change viz. appointment, resignation, removal, death or otherwise</b>	Reappointment of Mr. Sunil Narsaria as an Independent Director of the Company for a second term of Five (5) years from 24.05.2021 upto 24.05.2026, subject to the approval of members of the Company.
<b>Date and Terms of appointment/ cessation (as applicable)</b>	Reappointed w.e.f. 24.05.2021 for Five (5) subject to the approval of shareholders at the ensuing Annual General Meeting of the Company.
<b>Brief Profile</b>	Mr. Sunil Narsaria has experience of over 5 years in the Non-Banking Financial Sector and also possess a vast knowledge in the field of financial sector.  At Pushkar Banijya Ltd, Mr. Sunil Narsaria is the member of the Nomination and Remuneration Committee, Audit Committee and Share Transfer and shareholder Investor's Grievance Committee.
<b>Disclosure of relationship between Directors</b>	Mr. Sunil Narsaria is not related to any of the Directors of the Company.

Place: Kolkata  
Date: 16.08.2021

**Pawan Kumar Chandak**  
**Chairman cum Managing Director**  
**DIN: 00584591**



**ATTENDANCE SLIP**

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39<sup>TH</sup> Annual General Meeting, Thursday, the 30<sup>th</sup> day of September, 2021 at 11 A.M. at 89 N.S. Road, 1st floor,  
Kolkata – 700 001, West Bengal

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorized Representative, if any	

I / We hereby record my / our presence at the 39<sup>TH</sup> Annual General Meeting of the Company to be held on  
Thursday, the 30<sup>th</sup> day of September, 2021 at 11 A.M. at 89 N.S. Road, 1st floor, Kolkata – 700 001, West Bengal

**Signature of Shareholder/ Proxy/ Authorized Representative**

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and  
hand over the same at the venue entrance.

**FORM NO. MGT - 1 1**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail ID</b>	
<b>Folio No. / *DP-ID &amp; Client</b>	

*\*Applicable for Investors holding shares in electronic form.*

I / We, being the member (s) of ..... shares of the above named company, hereby appoint:

1.	<b>Name:</b>	<b>Address:</b>
	<b>E-mail Id:</b>	<b>Signature:</b>

Or falling him

2.	<b>Name:</b>	<b>Address:</b>
	<b>E-mail Id:</b>	<b>Signature:</b>

Or falling him

3.	<b>Name:</b>	<b>Address:</b>
	<b>E-mail Id:</b>	<b>Signature:</b>

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>TH</sup> Annual General Meeting of the Company, to be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 11 A.M. at 89 N.S. Road, 1st Floor, Kolkata - 700 001, and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

**\*\* I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-**

Item No.	Resolution(s)	For**	Against**
	<b>Ordinary Resolution:</b>		
1.	Adoption of Standalone and Consolidated Audited Accounts for the financial year ended 31 <sup>st</sup> March, 2021, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.		
2.	Appointment of Mrs. Vidya Chandak who retires by rotation and offers herself for re-appointment.		
3	Appointment of M/s. Patni & Co., Chartered Accountants as Statutory Auditor of the Company to fill the casual vacancy caused due to the resignation of M/s. A.C. Bhuteria & Co. Chartered Accountants and fixation of remuneration.		
4	Appointment of M/s. Patni & Co., Chartered Accountants as Statutory Auditor of the Company, for a period of five years from the conclusion of this 39 <sup>th</sup> AGM till the conclusion of 44 <sup>th</sup> AGM of the Company.		
	<b>Special Resolution:</b>		
5.	Re-appointment of Mr. Pawan Kumar Chandak as the Managing Director of the Company for a term of three years.		
6.	Re-appointment of Mr. Keshav Bhattar as an Independent & Non-Executive Director of a Company for a further term of five years.		
7.	Re-appointment of Mr. Sunil Narsaria as an Independent & Non-Executive Director of a Company for a further term of five years.		

Signed this ..... day of ..... 2021.

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Signature of Shareholder

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Signature of Proxy holder(s):

<b>Affix Re.1 Revenue Stamp</b>
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