

**Date: 05.09.2023**

To  
**The National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**Scrip Code: PANSARI**

**Sub: Submission of Notice of 27<sup>th</sup> Annual General Meeting for the Financial Year 2022-2023 in compliance with SEBI (LODR) Regulations, 2015.**

Dear Sir/Madam,

This is reference to captioned subject and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith soft copy of Notice of 27<sup>th</sup> Annual General Meeting to be held on **Wednesday, 27<sup>th</sup> Day of September, 2023 at 10:00 A.M. at registered address of the Company at 14 N.S Road 4<sup>th</sup> Floor Kolkata-700001 and through remote E-Voting from Sunday 24<sup>th</sup> September, 2023 at 9.00 AM till Tuesday 26<sup>th</sup> September, 2023 at 5.00 PM.**

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,  
**For Pansari Developers Limited**

**Neha Sharma**  
**Company Secretary & Compliance officer**  
**Membership No.: A63186**



## **Pansari Developers Limited**

CIN: L72200WB1996PLC079438

Registered office: 14, N.S. Road , 4<sup>th</sup> Floor, Kolkata-700001

Tel: 033-40050500/04; E-mail:[cs@pansaridevelopers.com](mailto:cs@pansaridevelopers.com);

Website:[www.pansaridevelopers.com](http://www.pansaridevelopers.com)

Notice of 27<sup>th</sup> Annual General Meeting of Pansari Developers Limited

### **NOTICE TO THE MEMBERS**

---

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held at the registered office of the Company situated at 14, N.S. Road, 4<sup>th</sup> Floor, Kolkata – 700001 on Wednesday, the 27<sup>th</sup> day of September 2023, at 10.00 A.M. to transact the following business:

#### **ORDINARY BUSINESS:**

**1. Adoption of Financial statements**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2023, the Reports of Directors' and Auditors' thereon.

**2. Re-appointment of Mr. Ankit Agarwal as Whole Time Director.**

To appoint Whole Time Director in place of Mr. **Ankit Agarwal** (DIN: 02804577) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment .

**3. Appointment of statutory Auditors**

To appoint M/s. S. Bhalotia & Associates, Chartered Accountants as statutory Auditors of the company by passing the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to provision of section 139,141,142 and other applicable provisions if any, of the Companies Act, 2013 and rules made thereunder M/s. S. Bhalotia & Associates **Chartered Accountants (Firm Registration No. 325040E)** be and are hereby appointed as statutory Auditors of the company to hold office from conclusion of this Annual General Meeting of the company till conclusion of 32nd Annual General Meeting for five years at a remuneration to be fixed by the Board of Directors of the company.”

#### **SPECIAL BUSINESS:**

**4. TO APPROVE THE RE-APPOINTMENT OF MR. MAHESH KUMAR AGARWAL AS THE CHAIRMAN AND MANAGING DIRECTOR (KEY MANAGERIAL PERSONNEL) OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Mahesh Kumar Agarwal (DIN: 00480731) as the Chairman and Managing Director of the Company, for a period of three years from November 1, 2023 to October 30, 2026 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on Monday, August 14, 2023 at the registered office of the Company at 14 N.S. Road, Kolkata 700001, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice

convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Mahesh Kumar Agarwal, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. TO APPROVE THE RE-APPOINTMENT OF MR. ANKIT AGARWAL AS WHOLE TIME DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Ankit Agarwal (DIN: 02804577) as a Whole Time Director of the Company, for a period of three years with effect from November 1, 2023 to October 30, 2026, as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on Monday, August 14, 2023, at the registered office of the Company at 14 N.S. Road, 4<sup>th</sup> Floor, Kolkata 700001, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Ankit Agarwal, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Item No.: -1**

Mr. Mahesh Kumar Agarwal was appointed as a Managing Director in Extra Ordinary General Meeting of the Company held on 25<sup>th</sup> July, 2016 w.e.f. 25.07.2016 for a period of 5 years. Mr. Mahesh Kumar Agarwal is a Promoter, Director of the Company and associated as the Director since 20<sup>th</sup> January, 2003. In his able leadership the performance of the Company has been satisfactory. The present terms of appointment of Mr. Mahesh Kumar Agarwal is expiring on 30.10.2023 and it would be appropriate to re-appoint him afresh from November 1, 2023 for a period of 3 years. The Board of Director of the Company at its meeting held on 14.08.2023 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 14.08.2023, re-appoint Mr. Mahesh Kumar Agarwal as Chairman and Managing Director of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Wednesday, 27<sup>th</sup> day of September, 2023 as a Special Resolution for a period of three years from November 1, 2023 to October 30, 2026 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

The information in respect of terms of remuneration & perquisites is given below:

**Remuneration, benefits and perquisites:**

**I. Salary:** Rs. 50,00,000/- (Rupees Fifty Lacs) per annum with an annual increment subject to a maximum of Rs. 25,00,000/- per annum. Salary will be subject to the deduction of Income tax at the applicable rates, under the Income Tax Act, 1961.

**II.Perquisites:**

**a) Housing:**

- (i) Expenditure incurred by the Company on hiring accommodation for the Chairman and Managing Director will be subject to 20% of the salary.
- (ii) If the Company does not provide accommodation to the Chairman and Managing Director, house rent allowance will be paid by the Company to the Chairman and Managing Director subject to the ceiling mentioned hereinabove.
- (iii) If accommodation in the Company's owned house is provided, the Chairman and Managing Director shall pay to the Company by way of rent i.e. 10% of the salary.
- (iv) The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him will be valued as per Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.

**b) Medical Reimbursement:**

Reimbursement of medical expenses actually incurred for self and family, subject to the ceiling of one month's salary in a year with a right to carry forward.

**c) Leave and Leave Travel Concession:**

Leave Travel Concession for self and family, subject to the ceiling of one month's salary.

Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.

**d) Club Fees:**

He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee.

**e) Personal Accident Insurance:**

The Company shall pay an annual premium of a sum not exceeding Rs. 50,000/- towards personal accident insurance policy of Mr. Mahesh Kumar Agarwal.

**f) Car & Telephone:**

- (i) Free use of the Company's car for the Company's business.
- (ii) Personal long distance call on telephone and use of car for private purpose shall be billed by the Company to the Chairman and Managing Director.

**III. Sitting Fees:**

He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company.

**IV. Limits on Remuneration:** The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

**V. Minimum Remuneration:** In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Mahesh Kumar Agarwal shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

Mr. Mahesh Kumar Agarwal is liable to retire by rotation during his tenure as Managing Director.

Mr. Mahesh Kumar Agarwal is uncle of Mr. Ankit Agarwal, Whole Time Director of the Company. Hence, he is covered under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder.

Except Mr. Mahesh Kumar Agarwal, being an appointee, Mr. Ankit Agarwal, Whole Time Director and Mrs. Kavita Agarwal, CFO, being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Mr. Mahesh Kumar Agarwal is holding 6,36,000 Equity shares consisting 3.65% of the paid up capital of the Company. This explanation, together with the accompanied notice is and should be treated as an abstract under Section 189 and 190 of the Companies Act, 2013 and rules made there under, in respect of the re-appointment of Shri Mahesh Agarwal, as the Managing Director.

The resolution seeks approval of members as an Special Resolution for the re-appointment of Mr. Mahesh Kumar Agarwal as the Chairman and Managing Director of the Company with effect from November 1, 2023, to October 30, 2026, pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under.

## **Item No. 2**

Ankit Agarwal is associated with the Company since 06.06.2016, His Guidance has been valuable in Company. He holds a Bachelor degree in Commerce and M.Sc. in Innovation and Entrepreneurship.

The present terms of appointment of Mr. Ankit Agarwal is expiring on October 30, 2023 and it would be appropriate to re-appoint him as a Whole Time Director of the Company for a further period of three years with effect from November 1, 2023 to October 30, 2026. The Board of Director of the Company at its meeting held on 14.08.2023 on the recommendation of the Nomination and Remuneration Committee in its meeting held on 14.08.2023, re-appoint Mr. Ankit Agarwal as Whole Time Director of the Company subject to the approval of members/ shareholders of the Company in Annual General Meeting to be held on Wednesday, 27th day of September, 2023 as a Special Resolution, at the remuneration, in accordance with norms laid down in section 117,196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under Schedule V of Companies act, 2013.

The information in respect of terms of remuneration & perquisites is given below:

### **Remuneration, benefits and perquisites:**

**I. Salary:** Rs. 25,00,000/- (Rupees Twenty Five Lacs) per annum with an annual increament subject to a maximum of Rs. 25,00,000/- per annum. Salary will be subject to the deduction of Income tax at the applicable rates, under the Income Tax Act, 1961.

### **II. Perquisites:**

#### **a) Housing:**

- (i) Expenditure incurred by the Company on hiring accommodation for the Whole Time Director will be subject to 20% of the salary.
- (ii) If the Company does not provide accommodation to the Whole Time Director, house rent allowance will be paid by the Company to the him subject to the ceiling mentioned hereinabove.

- (iii) If accommodation in the Company's owned house is provided, the Whole Time Director shall pay to the Company by way of rent i.e. 10% of the salary.
- (iv) The expenditure incurred by the Company on gas, electricity, water and furnishings provided to him will be valued as per Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.

**b) Medical Reimbursement:**

Reimbursement of medical expenses actually incurred for self and family, subject to the ceiling of one month's salary in a year with a right to carry forward.

**c) Leave and Leave Travel Concession:**

Leave Travel Concession for self and family, subject to the ceiling of one month's salary.

Earned privilege leaves on full pay and allowance as per the rules of the Company subject to the condition that leave accumulated but not availed of shall not be allowed to be encashed.

**d) Club Fees:**

He shall be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee.

**e) Personal Accident Insurance:**

The Company shall pay an annual premium of a sum not exceeding Rs. 50,000/- towards personal accident insurance policy of Shri Mahesh Agarwal.

**f) Car & Telephone:**

- (i) Free use of the Company's car for the Company's business.
- (ii) Personal long distance call on telephone and use of car for private purpose shall be billed by the Company to the Chairman and Managing Director.

**III. Sitting Fees:**

He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company.

**IV. Limits on Remuneration:** The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

**V. Minimum Remuneration:** In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Ankit Agarwal shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

Mr. Ankit Agarwal is liable to retire by rotation during his tenure as Whole Time Director.

Mr. Ankit Agarwal is nephew of Mr. Mahesh Kumar Agarwal who is the Chairman and Managing Director of the Company. Hence, he is covered under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder.

Except Mr. Ankit Agarwal, being an appointee, Mr. Mahesh Kumar Agarwal, Chairman and Managing Director and Mrs. Kavita Agarwal, CFO, being his relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

Mr. Ankit Agarwal is holding 630200 Equity shares consisting 3.61% of the paid up capital of the Company.

This explanation, together with the accompanied notice is and should be treated as an abstract under Section 189 and 190 of the Companies Act, 2013 and rules made there under, in respect of the re-appointment of Mr. Ankit Agarwal, as the Whole Time Director.

The resolution for seeks approval of members as an **Special Resolution** for the re-appointment of Mr. Ankit Agarwal as Whole Time Director of the Company with effect from November 1, 2023 to October 30, 2026 pursuant to the provisions of Section 196 and 197 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules.

#### NOTES:

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREIN AFTER REFERRED TO AS 'THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

*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 and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form and attendance slip is enclosed herewith.*

2. The Register of Members and Share Transfer books of the Company shall remain closed from 21<sup>st</sup> September 2023 to till 27<sup>th</sup> September 2023(both days inclusive).
3. A route map giving directions to reach the venue of the 27<sup>th</sup> Annual General Meeting is enclosed for the convenience of the Members.
4. The Notice of 27<sup>th</sup> Annual General Meeting and the Annual Report 2022-23 of the Company, circulated to the members of the Company, will be made available on the Company's website at [www.pansaridevelopers.com](http://www.pansaridevelopers.com).
5. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
6. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking appointment/re-appointment at the Meeting is provided as an annexure hereto.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend on their behalf at the Meeting.
8. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons for the proposals set out in Resolutions at Item Nos. 1 to 5 is annexed herewith.
9. The Business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No. 18

10. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members.
11. The Company has appointed Mr. Prakash Kumar Shaw, Practicing Company Secretary (Membership No. 32895 and CP No. 16239) as Scrutinizer for conducting the e-voting process in fair and transparent manner. Copy of the notice (Annual Report) has been placed on the website of the Company viz. [www.pansaridevelopers.com](http://www.pansaridevelopers.com) and on website of Link In Time India Pvt. Ltd. The result of voting will be announced by the Chairman of the Meeting on or after the 27th Annual General Meeting to be held on Wednesday, 27<sup>th</sup> September, 2023. The result of the voting will be communicated to the Stock Exchange and will be placed on the website of the Company at [www.pansaridevelopers.com](http://www.pansaridevelopers.com).
12. The voting period begins on 9:00 a.m. on Sunday, 24<sup>th</sup> September 2023 and ends at 5:00 p.m. on Tuesday, 26<sup>th</sup> September, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LIPL) for voting thereafter.
13. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
14. Members attending the Annual General Meeting are requested to bring with them the following:
  - (a) DP & Client ID Numbers or Folio Numbers
  - (b) Attendance Slip and (c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
16. Copies of Annual Report for 2022-23 are 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 address, physical copies of the Annual Report for 2022-23 is being sent in the permitted mode.
17. All the documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 A.M. to 1:00 P.M.
18. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts. The Company is offering remote e-voting facility as an alternate, to all the shareholders of the Company to cast their votes electronically on all resolutions set forth in the Notice here in for this purpose, Link Intime: Insta Vote shall provide facility for Remote E-voting to enable the Shareholders to cast their votes electronically.

### **Remote E-Voting Instructions For Shareholders**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e.your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e.LINKINTIMEand you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e.LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

A. **User ID:** Shareholder sholding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

►Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

►Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders are having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

The Company is offering remote e-voting facility as an alternate, to all the shareholders of the Company to cast their votes electronically on all resolutions set forth in the Notice here in for this purpose, Linkintime: InstaVote shall provide facility for Remote E-voting to enable the Shareholders to cast their votes electronically. Remote E-voting is optional.

By Order of the Board  
For **Pansari Developers Limited**

**Registered Office:**

14, N.S. Road, 4th Floor  
Kolkata-700 001  
Dated: 14.08.2023

**Neha Sharma**  
(Company Secretary & Compliance Officer)  
(Mem. No. A63186)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 AND REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015**

**Item No. 2**

Mr. Ankit Agarwal

Name of Director	Mr. Ankit Agarwal
Date of Birth	31.08.1991
Director Identification Number	02804577
Date of Appointment	06.06.2016
Qualification	B.com & M.Sc. in Innovation and Entrepreneurship
No. of Equity Shares held in the Company	6,30,200
Directorship in other companies as on 31.03.2023	<ol style="list-style-type: none"><li>1. Pansari Developers Limited</li><li>2. Mintoo Garments Private Limited</li><li>3. Norfiox Vincom Private Limited</li><li>4. Abhiyan Commercial Pvt Ltd</li><li>5. K.S Mobiles &amp; More Pvt Ltd</li><li>6. Shrey Township Pvt Ltd</li><li>7. Sreyash Brewski Limited</li><li>8. Single Point Traders Pvt Ltd</li><li>9. Devansh Township Private Limited</li><li>10. Single Point Tradelink Private Limited</li></ol>

**Item No. 3**

The Board on recommendation of Audit Committee at its meeting held on 14.08.2023 proposed appointment of M/s. S. Bhalotia & Associates, Chartered Accountants, Kolkata as statutory auditor of the company to hold office from conclusion of this Annual General Meeting of the company till conclusion of 32nd Annual General Meeting for 5 years at remuneration as decided by the Board of Directors. The company has received a letter from M/s. S. Bhalotia & Associates confirming their eligibility and consent letter for appointment as statutory auditor of the company.

The resolution contained in Item No. 3 of the accompanying Notice, accordingly seeks the Members approval to appoint M/s. S. Bhalotia & Associates chartered Accountants as statutory auditor of the company to hold from conclusion of this Annual General Meeting of the company till conclusion of 32nd Annual General Meeting for 5 years at a remuneration to be fixed by the board of directors of the company as an ordinary resolution.

None of the Directors or key Managerial personnel of the company or their relatives is in any way concerned or interested in the resolution.