

# PURBASHA RESOURCES LIMITED

Registered Office : PURBASHA HOUSE

25, Park Lane, Kolkata – 700 016, India

Phone : 2229-2881, 2249-5524

Fax : 91-33- 40625269

email : [prl@purbasha.co.in](mailto:prl@purbasha.co.in)

Website: [www.purbasha.in](http://www.purbasha.in)

CIN - L65993WB1980PLC032908

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## NOTICE

Notice is hereby given that the **39<sup>th</sup> Annual General Meeting** of the Company will be held at 25, Park Lane, Kolkata – 700016 on **Wednesday, 25<sup>th</sup> September, 2019**, at 11.00 A.M. for transacting the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 along with report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Vithika Agrawal Binjrajka (DIN: 05211125) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for reappointment.

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), Mr. Ramesh Bansal (DIN: 00420589), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting of the Company”.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), Mr. Amitabh Kejriwal (DIN: 06406707), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company”.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), Mr. Ramesh Kumar Laddha (DIN: 01076917), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company”.

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**Place: Kolkata**

**Date: 8<sup>th</sup> August, 2019**

**By Order of the Board**

**Vikash Agarwal Binrajka**

**Chairman**

**DIN: 00012978**

## **Notes:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 proxy form duly completed and signed, should be deposited with the company, at its registered office at least 48 hours before the time of the meeting. A proxy form for the Annual General Meeting is enclosed.

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

**2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.**

**3. Pursuant to the provisions of Section 91 of the Companies act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 19<sup>th</sup> September, 2019 to Wednesday, 25<sup>th</sup> September, 2019 (both days inclusive).**

**4. Members are requested to bring their copy of Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.**

**5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on weekdays (3.00 p.m. to 5 p.m.) up to and including the date of the Annual General Meeting of the Company.**

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6. Members/proxies are requested to bring the attendance slips sent herewith duly signed for attending the meeting.

7. Copies of the Annual Report will not be distributed at the meeting. Members/proxies are requested to bring their copies of the same to the meeting.

8. The business set out in the Notice will be transacted through remote e-voting and ballot paper at the venue of the meeting and the Company is providing facility for the same. The complete details of the instructions for remote e- voting and voting at the venue of the AGM are annexed to this notice.

### 9. 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 SEBI Listing Obligations & 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 instructions for shareholders voting electronically are as under :

- (i) The remote e-voting period commences on 22<sup>nd</sup> September, 2019 (10:00 am) and ends on 24<sup>th</sup> September, 2019 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in

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dematerialized form, as on the cut-off date of 18<sup>th</sup> September, 2019, 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.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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> <ul style="list-style-type: none"><li>• 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.</li><li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>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</p>

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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> <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• 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).</li></ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. PURBASHA RESOURCES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm

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your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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 Corporate.
  - 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.
- (xix) 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.
- (xx) 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

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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.

10. 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 18<sup>th</sup> September, 2019. A person who is not a member as on cut off date should treat this notice for information purpose only.
11. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business, on 09<sup>th</sup> August, 2019.
12. 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 18<sup>th</sup> September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
13. 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 request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
14. 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 i.e.18<sup>th</sup> September, 2019 are requested to send the written / email communication to the Company at [prl@purbasha.co.in](mailto:prl@purbasha.co.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
15. Ms. Amber Ahmad, Company Secretary in whole time practice (Certificate of Practice Number 8581) 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 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman

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of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.purbasha.in](http://www.purbasha.in) and on the website of CDSL. The same will be communicated to the stock exchange viz. Calcutta Stock Exchange Limited where the shares of the company are listed.
17. Additional Information Pursuant to Regulation 36 of SEBI, Listing Regulations and Disclosure Requirements Regulations, 2015 in respect of Directors seeking appointment/reappointment at AGM forms part of the Notice.

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**Information pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings on Directors recommended for reappointment at the 39th Annual General Meeting Vide Item No.2, 3, 4 & 5 of the Notice as follows:**

Name of the Director	Vithika Agrawal Binjrajka	Ramesh Bansal	Amitabh Kejriwal	Ramesh Kumar Laddha
DIN	05211125	00420589	06406707	01076917
Date of Birth	09.05.1974	11.09.1957	22.07.1967	02.01. 1968
Date of appointment	18.08.2014	18.08.2014	18.08.2014	14.05.2005
Qualification	Post Graduate Diploma in Management	Graduate in commerce	Master of Business Administration	Chartered Accountant
Experience	She holds a management degree from IIM, Ahmedabad. She has been working since last 21 years in various capacities. She has expert knowledge and skill in the fields of financial management and human resource management. She is also on	He is a Commerce Graduate from Kolkata and has vast knowledge and experience in the management of companies and is adept at taking intricate business decisions. He has been in the industry for more than 25 years. He is also on the Board of several other companies including Non Banking Financial Company.	He holds a Management Degree from Babcock Graduate School of Management, USA with major in Marketing and Bachelor's Degree in Commerce (Honours) from Kolkata. He has rich work experience and administrative skills having	He is a Commerce Graduate and holds a degree of Chartered Accountancy from the Institute of Chartered Accountants. He has been in this industry for more than 15 years. He has vast experience of handling various business transactions

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	board of several other Companies.		worked in USA for more than 25 years. He has been promoter director of many other Companies. He has stayed in United States for a very long period of time and has gained rich experience and management expertise by working in an international competitive work environment.	and taking administrative decisions. He is also on board of several other Companies.
Directorship	1. Purbasha Resources Limited 2. Eastern Agro Foods Private Limited 3. Optimize IT Systems Private Limited.	1. Indian Base Metals Company Limited 2. Purbasha Resources Limited 3. BRIM Trading & Holdings Private Limited 4. Bihar Bengal Tea Company Private Limited 5. Bansal Agro &	1. Purbasha Resources Limited 2. Siddhant Commotrade Private Limited 3. Accuphase Property Development Private Limited 4. Dunes Realcon Private Limited	1. Purbasha Resources Limited 2. Hi Value Developers Private Limited 3. Afflatus Trading Private Limited.

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		Tea Manufacture Private Limited.	5. Magnepan Realty Private Limited 6. Amtek Merchandise Private Limited 7. Royal Institution of Chartered Surveyors registered Valuers Association.	
Membership & Chairmanship of Committees of Listed Entities (Including Audit Committee & Stakeholders Relationship Committee)	None	Indian Base Metals Co. Ltd: 1.Member of Audit Committee 2. Member of Stakeholder's Relationship Committee 3. Member of Nomination & Remuneration Committee	None	None
Number of shares held in the Company	Nil	500	Nil	2000
Relationship with any director of the company	Sister-in-law of Mr. Vikash Agarwal	None	None	None

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	Binjrajka			
No of Board meetings attended	3	6	5	5

## EXPLNATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

### ITEM NO. 3:

Mr. Ramesh Bansal (DIN: 00420589) is an Independent Director of the Company and member of the Nomination & Remuneration Committee as well as Stakeholder’s Relationship Committee. He was appointed as an Independent Director by the Members of the Company at the 34th Annual General Meeting held on 30th September, 2014 to hold office for a period of five consecutive years starting from 30th September, 2014, not liable to retire by rotation. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015(as amended) Mr. Ramesh Bansal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from the conclusion of this 39th Annual General Meeting up to the conclusion of 44th Annual General Meeting of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

Mr. Ramesh Bansal born on 11<sup>th</sup> November, 1957, is a Commerce Graduate from Kolkata and has vast knowledge and experience in the management of companies and is adept at taking intricate business decisions. He has been in the industry for more than 25 years. He is also on the Board of several other companies including Non Banking Financial Company.

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Mr. Ramesh Bansal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)(as amended).

In the opinion of the Board, Mr. Ramesh Bansal fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company. Copy of the draft letter for re-appointment of Mr. Bansal as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (3:00 pm to 5:00 pm) on any working day, excluding Saturday and Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramesh Bansal as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution as set out at Item No. 3 of the Notice of the AGM for approval by the members of the Company.

Except Mr. Ramesh Bansal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the AGM.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

### **ITEM NO. 4:**

Mr. Amitabh Kejriwal (DIN: 06406707) is an Independent Director of the Company and Chairman of the Audit Committee. He was appointed as an Independent Director by the Members of the Company at the 34th Annual General Meeting held on 30th September, 2014 to hold office for a period of five consecutive years starting from 30th September, 2014, not liable to retire by rotation. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board

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of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) Mr. Amitabh Kejriwal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from the conclusion of this 39th Annual General Meeting up to the conclusion of 44th Annual General Meeting of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

Mr. Amitabh Kejriwal, born on 22<sup>nd</sup> July, 1967, holds a Management Degree from Babcock Graduate School of Management, USA with major in Marketing and Bachelor's Degree in Commerce (Honours) from Kolkata. He has rich work experience and administrative skills having worked in USA for more than 25 years. He has been promoter director of many other Companies. He has stayed in United States for a very long period of time and has gained rich experience and management expertise by working in an international competitive work environment.

Mr. Amitabh Kejriwal has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended).

In the opinion of the Board, Mr. Amitabh Kejriwal fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company. Copy of the draft letter for re-appointment of Mr. Kejriwal as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (3:00 pm to 5:00 pm) on any working day, excluding Saturday and Sunday.

# PURBASHA RESOURCES LIMITED

Registered Office : PURBASHA HOUSE

25, Park Lane, Kolkata – 700 016, India

Phone : 2229-2881, 2249-5524

Fax : 91-33- 40625269

email : [prl@purbasha.co.in](mailto:prl@purbasha.co.in)

Website: [www.purbasha.in](http://www.purbasha.in)

CIN - L65993WB1980PLC032908

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The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Amitabh Kejriwal as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution as set out at Item No. 4 of the Notice of the AGM for approval by the members of the Company.

Except Mr. Amitabh Kejriwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

## **ITEM NO. 5:**

Mr. Ramesh Kumar Laddha (DIN: 01076917) is an Independent Director of the Company and Member of the Audit Committee as well as Nomination & Remuneration Committee. He was appointed as an Independent Director by the Members of the Company at the 34th Annual General Meeting held on 30th September, 2014 to hold office for a period of five consecutive years starting from 30th September, 2014, not liable to retire by rotation. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of five consecutive years.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015(as amended) Mr. Ramesh Kumar Laddha, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years from the conclusion of this 39th Annual General Meeting up to the conclusion of 44th Annual General Meeting of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing his candidature for the office of Director.

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Mr. Ramesh Kumar Laddha, born on 2nd January, 1968, is a Commerce Graduate and holds a degree of Chartered Accountancy from the Institute of Chartered Accountants. He has been in this industry for more than 15 years. He has vast experience of handling various business transactions and taking administrative decisions. He is also on board of several other Companies.

Mr. Ramesh Kumar Laddha has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")(as amended).

In the opinion of the Board, Mr. Ramesh Kumar Laddha fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Director of the Company. Copy of the draft letter for re-appointment of Mr. Laddha as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (3:00 pm to 5:00 pm) on any working day, excluding Saturday and Sunday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramesh Kumar Laddha as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution as set out at Item No. 5 of the Notice of the AGM for approval by the members of the Company.

Except Mr. Ramesh Kumar Laddha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

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## ATTENDANCE SLIP

**(To be handed over at the entrance of the meeting hall)**

1. I hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 25<sup>th</sup> day of September, 2019 at 25, Park Lane, Kolkata – 700016 at 11.00 a.m.

Full Name of the member (in BLOCK LETTERS):	
Registered Folio/DP ID & Client ID	

Full Name of the Proxy (in BLOCK LETTERS):	
Signature of the Member/ Proxy Present.	

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## PROXY FORM

(FORM MGT -11)

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

(39<sup>TH</sup> ANNUAL GENERAL MEETING, WEDNESDAY, 25<sup>TH</sup> SEPTEMBER, 2019)

CIN	L65993WB1980PLC032908
Name of the Company	PURBASHA RESOURCES LIMITED
Registered Office	25, Park Lane, Kolkata - 700016
Name of the Members	
Registered Address	
E-mail ID	
Folio No/ Client ID	
E-mail ID	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint.

1.Name :

Address:

Email Id

\_\_\_\_\_

Signature : \_\_\_\_\_, or failing him/her

2.Name :

Address:

Email Id

\_\_\_\_\_

Signature : \_\_\_\_\_, or failing him/her

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3.Name :

Address:

Email Id

:

Signature: \_\_\_\_\_

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 **Wednesday, 25<sup>th</sup> September, 2019** at 25, Park Lane, Kolkata- 700016 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	Optional	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of the Audited Financial Statements of the Company for the Financial year ended 31st March, 2019, alongwith Report of Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mrs. Vithika Agrawal Binrajka who retires by rotation and being eligible, offers herself for re-appointment.		
<b>Special Business</b>			
3.	Reappointment of Mr. Ramesh Bansal as Independent director for another term of five(5) consecutive years.		
4.	Reappointment of Mr. Amitabh Kejriwal as Independent director for another term of five (5) consecutive years.		
5.	Reappointment of Mr. Ramesh Kumar Laddha as Independent director for another term of five (5) consecutive years		

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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the meeting.**

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## (ANNEXURE TO THE NOTICE FOR THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 25<sup>TH</sup> SEPTEMBER, 2019)

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 SEBI Listing Obligations & 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 **Wednesday, 25<sup>th</sup> September, 2019**, at 11.00 a.m. at 25, Park Lane, Kolkata - 700016 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:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>190810005</b>		

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

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
22nd September, 2019 at 10.00 A.M (IST)	24 <sup>th</sup> September, 2019 at 5.00 P.M (IST)

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

**By Order of the Board**  
For **PURBASHA RESOURCES LIMITED**

**VIKASH AGARWAL BINJRAJKA**  
(CHAIRMAN)

Place: Kolkata

Date: 08<sup>th</sup> August ,2019

Encl: AGM Notice/ Attendance Slip/Proxy Form/Ballot-Form/ Annual Report