

PANKAJ PIYUSH TRADE AND INVESTMENT LTD

Regd. Off.: 314, R.G. Mall, Opposite Dharm Kunj Apartment, Sector-9, Rohini, New Delhi-110085

CIN: L65990DL1982PLC256291

Website : www.pptinvestment.com

E-mail: infopankajpiyush@gmail.com

Ph.: 011-45805612, 9891442777

Date: 3rd June, 2015

Dear Members,

You are cordially invited to attend the Extraordinary General Meeting (the 'EGM') of the members of Pankaj Piyush Trade and Investment Limited (the 'Company') to be held on Tuesday, 30th June, 2015 at 3:00 P.M at 314, R. G. Mall, Opposite Dharm kunj Apartment, Sector-9, Rohini, New Delhi-110085.

The Notice of the meeting, containing the business to be transacted is enclosed. As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to cast their votes by electronic means on all resolutions set forth in the Notice. The instructions of e-voting are enclosed.

Thanking You

Rakhi

Rakhi Rani
(Company Secretary)



Enclosures:

1. Notice of the EGM
2. Attendance Slip
3. Proxy Form
4. Instructions for e-voting

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NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the members of Pankaj Piyush Trade and Investment Limited will be held on Tuesday, 30th June, 2015 at 3:00 P.M at 314, R. G. Mall, Opposite Dharm kunj Apartment, Sector-9, Rohini, New Delhi-110085. The following businesses will be transacted as follows:

SPECIAL BUSINESS:

Item No. 1

Appointment of Mr. Vinod Kumar Bansal as the Managing Director of the Company

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

“RESOLVED THAT pursuant to the provision of Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to the approval of members of the company, Mr. Vinod Kumar Bansal (DIN:00243709) be and is hereby appointed as Managing Director of the Company from 29th May, 2015 to 28th May 2018, on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

Remuneration: Salary of Rs. 20,000/- to be paid monthly in accordance with the company's payroll practices & subject to withholdings. Notwithstanding anything herein above stated, wherein any financial year closing on and after March 31st, 2015 during the term of Mr. Vinod Kumar Bansal as MD of the Company, the company incurs a loss or its profits are inadequate the company shall pay the remuneration not exceeding under section II of part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board is hereby authorised to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits

specified under section 197, read with schedules V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)

Item No. 2

Appointment of Ms. Usha Sharma as Chief Financial Officer of the Company

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

“RESOLVED THAT pursuant to Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of Companies Act, 2013 as amended or re-enacted from time to time, Ms. Usha Sharma (DIN: 07095372) be and is hereby appointed as “Chief Financial Officer” of the Company (“CFO”). The Nomination and Remuneration Committee recommended the salary of Rs. 20,000/- per month to Ms. Usha Sharma with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Ms. Usha Sharma.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions for the purpose of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By the order of the Board of
Pankaj Piyush Trade and Investment Limited

Rakhi

Rakhi Rani
(Company Secretary)



Place: New Delhi
Date:03/06/2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the business stated under item no. 1 & 2 is annexed hereto.
2. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies, in order to be effective, must be received by the company at its registered office not less than 48 hours prior to the commencements of the meeting.

3. The notice of EGM being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested a hard copy of the same. For members who have not registered their email address, physical copy of the notices is being sent by permitted mode.

4. Members also note that notice of EGM will be available on the Company's website, www.pptinvestment.com. The Notice will also be available at the Company's Registered Office for inspection during business hours on working days. Members may write to us at info@pptinvestment.com, if they have any queries or require communication in physical form in addition to electronic communication.

5. The Voting through e -voting will commence on Saturday, 27th June 2015 at 10.00 a.m. and will end on 29th June 2015 at 5:00 p.m. The member will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter. The instruction to e-voting form part of this notice. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 29th May, 2015.

6. The Company has appointed Ms. Rachna Bhasin, Practicing Company Secretary, to act as the Scrutinizer for the above purpose. The Scrutinizer shall within period of not exceeding three (3) Working days from the Conclusion of the e-voting period unblock the votes and make Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Chairman of the Company.

7. The Results shall be declared on the date of EGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.pptinvestment.com and on the website of NSDL within two(2) days of passing of the resolutions and communicated to the BSE Limited.

By the order of the Board of
Pankaj Piyush Trade and Investment Limited

Place: New Delhi
Date:03/06/2015

Rakhi Rani
Rakhi Rani
(Company Secretary)



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In respect of Item No-1

The Board of Directors (based on the recommendation of Nomination & Remuneration Committee) had appointed Mr. Vinod Kumar Bansal as the Managing Director w.e.f. 29th May, 2015.

Prior to his appointment as Managing Director, Mr. Vinod Kumar Bansal was holding the position of Promoter Director of the Company.

The Company has received from Mr. Vinod Kumar Bansal (i) Consent in writing to act as Managing Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under sub section 2 of section 164 of the Companies Act, 2013.

The terms and conditions for his appointment are as follows:

1. Remuneration: As provided in the resolution
2. Period of Appointment: 3 years
3. Mr. Vinod Kumar Bansal shall perform such duties as shall from time to time entrusted by him by the Board of Directors, subject to superintendence, guidance & control of Board of Directors.

The resolution seek approval of members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Vinod Kumar Bansal as the Managing Director till 28th May 2018.

No Director, Key Managerial Personnel or his relative, except Mr. Vinod Kumar Bansal and Mrs. Renu Bansal, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 1 for the approval of Members.

In respect of Item No. 2

In view of the recent notification of the Companies Act, 2013 and the rules made there under. It has become necessary for the Company to appoint a CFO in order to comply with the provisions of Companies Act, 2013.

As per the provisions of Companies Act, 2013, there shall be atleast one CFO in the Company. Therefore, the board recommends to appoint Ms. Usha Sharma as the CFO of the Company.

No Director, Key Managerial Personnel or her relative, except Ms. Usha Sharma, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 2 for the approval of Members.

By the order of the Board of
Pankaj Piyush Trade and Investment Limited

Rakhi

Rakhi Rani
(Company Secretary)



Place: New Delhi
Date: 03/06/2015

PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED

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E mail- info@pptinvestment.com Website: www.pptinvestment.com

ATTENDANCE SLIP

(To be presented at the entrance)

Extraordinary General Meeting of the Company held on Tuesday, the 30th June, 2015 at 3:00 p.m

At 314, R. G. Mall, Opposite Dharm Kunj Apartment, Sector-9, Rohini, New Delhi-110085

Folio No.DPID No.....Client ID No.....

Name of the Member..... Signature.....

Name of the Proxy Holder..... Signature.....

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the notice to reference at the meeting.

.....TEAR HERE.....

PANKAJ PIYUSH TRADE AND INVESTMENT LIMITED
CIN: L65990DL1982PLC256291

Regd. Off.: 314, R. G. Mall, Opposite Dharm Kunj Apartment, Sector-9, Rohini, New Delhi-110085.
E mail- info@pptinvestment.com Website: www.pptinvestment.com

Form No. MGT-11
Proxy Form

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

Name of the Member(s):
Registered Address:
E-mail id:
Folio No./ Client ID NO: DP ID NO:.....

I/We, being the member(s) holding.....Shares of Pankaj Piyush Trade and Investment Limited, hereby appoint

1. Name: E mail ID:.....
Address:
..... Signature:
or failing him

2. Name: E mail ID:.....
Address:
..... Signature:
or failing him

3. Name: E mail ID:.....
Address:
..... Signature:
or failing him

as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, 30th June, 2015 at 3:00 P.M at 314, R. G Mall, Opposite Dharm kunj Apartment, Sector-9, Rohini, New Delhi-110085.

1. Appointment of Mr. Vinod Kumar Bansal as Managing Director
2. Appointment of Ms. Usha Sharma as Chief Financial Officer

Signed this.....day of.....2015

Affix
Revenue
Stamp

Signature of Shareholder.....Signature of Proxy Holder.....

NOTES:

1.This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at 314, R.G. Mall, Opposite Dharm kunj Apartment, Sector-9, Rohini, New Delhi-110085 not less than 48 hours before the Commencement of the Meeting.

2, Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

The instructions for shareholders voting electronically are as under:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies(Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ExtraOrdinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

II. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

III. The Voting through e-voting will commence on Saturday, 27th June 2015 at 10.00 a.m. and will end on 29th June 2015 at 5:00 p.m. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose e mail IDs are registered with the Company/ Depository Participants(s)]:

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client Id or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Pankaj Piyush Trade and Investment Limited.

(viii) Now you are ready for e-Voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote,

to the Scrutinizer through e-mail csrachna@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the members of the Attendance Slip for the EGM;

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.

V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. The Chairman shall at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e- voting" or "poling paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

VIII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes in cast in favour or against, if any, forthwith to the Chairman of the Company.

IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pptinvestment.com and on the website of NSDL immediately after the declaration of results by the chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.