



PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN: L24231PB1975PLC047063

Regd. Office: Milestone 18, Ambala Kalka Road, Village & P.O. Bhankharpur, Derabassi, Dist.
SAS Nagar, Mohali (Punjab) - 140201, India

Tel Nos.: 01762- 280086, 522250; Fax Nos.: 01762-280070

Website: www.punjabchemicals.com; email: info@punjabchemicals.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 "(Act)" read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, February 5, 2025 at 9:00 a.m. (IST)	Thursday, March 6, 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 the latest being General Circular No. 09/2024 dated September 19, 2024, read with other relevant circulars, if any, issued in this regard (collectively referred to as 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Special Resolution(s) by way of postal ballot only, by voting through electronic means ('remote e-Voting').

- a. **Re-appointment of Mrs. Aruna Rajendra Bhinge (DIN:07474950) as a Non-Executive and Independent Director to hold office for a second term of five consecutive years with effect from April 1, 2025 till March 31, 2030.**
- b. **Appointment of Mr. Shiv Shankar Shripal Tiwari (DIN:00019058), Non-Executive and Non-Independent Director as an advisor of the Company for a period of three years with effect from January 1, 2025 to December 31, 2027 and payment of advisory service fees.**

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Statement in terms of Section 102 of the Act, pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Punjab Chemicals and Crop Protection Limited ('Company' / 'PCCPL') is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at: www.punjabchemicals.com.



Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Thursday, March 6, 2025. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESSES:

Item No. 1:

Re-appointment of Mrs. Aruna Rajendra Bhinge (DIN:07474950) as a Non-Executive and Independent Director to hold office for a second term of five consecutive years with effect from April 1, 2025 till March 31, 2030.

To consider and if thought fit, to pass the following resolution 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, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Regulation 17 and any other applicable regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Articles of Association of the Company, Mrs. Aruna Rajendra Bhinge (DIN:07474950), who holds office up to March 31, 2025, and who is eligible for re-appointment for a second term of five consecutive years and who continue to meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from April 1, 2025 till March 31, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company including Committee thereof as authorized by the Board, be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereto.”

Item No. 2:

Appointment of Mr. Shiv Shankar Shripal Tiwari (DIN:00019058), Non-Executive and Non Independent Director as an Advisor of the Company for a period of three years with effect from January 1, 2025 to December 31, 2027 and payment of advisory service fees.

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

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by the Nomination and Remuneration Committee, Audit Committee, Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of Mr. Shiv Shankar Shripal Tiwari (DIN:00019058), Non-Executive Non Independent Director of the Company as an Advisor, (a “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013) who shall render his expert guidance and professional services specifically towards Specialty Chemicals and Industrial Chemicals business of the Company for a period three years from January 1, 2025 till the date of December 31, 2027 at the advisory service fees as mentioned below:



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- a. Payment of fees in the form of periodical payment or otherwise aggregating to Rs.65,00,000/- (Rupees Sixty Five Lakh Only) for the advisory services to be rendered for the period from January 1, 2025 to December 31, 2025 and;
- b. Payment of fees in the form of periodical payment or otherwise as may be decided by the Board of Directors every year not exceeding Rs.65,00,000/- (Rupees Sixty Five Lakh Only) per annum for the advisory services to be rendered every year from January 1, 2026 to December 31, 2027;

at such terms and conditions as may be finalized by the Board of Directors in consultation with Mr. Shiv Shankar Shripal Tiwari.

RESOLVED FURTHER THAT aforesaid fees shall be paid to Mr. Shiv Shankar Shripal Tiwari (DIN:00019058), apart from the payment of sitting fees and Commission for providing his expertise and advisory services to the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company including Committee thereof as authorized by the Board, be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereto."

Place: Derabassi
Date: January 28, 2025
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection Limited

Sd/-
Rishu Chatley
Company Secretary cum
Compliance Officer

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Alankit Assignments Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, January 24, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/ Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.



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4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 17 of this Notice.
5. The remote e-Voting shall commence on Wednesday, February 5, 2025, at 9:00 a.m. (IST) and shall end on Thursday, March 6, 2025, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.
6. The Board of Directors has appointed Mr. P. S. Dua (Membership No. 4552, COP No. 3934), Practising Company Secretary as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner. The Scrutinizer have consented to act as Scrutinizer for this postal ballot.
7. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results of the Postal Ballot along with the Scrutinizer's Report will be communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed and will also be displayed on the website of the Company at www.punjabchemicals.com on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company.
9. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., Thursday, March 06, 2025, at 5:00 p.m. (IST). Further, resolutions passed by the members through postal ballot is deemed to have been passed as if they are passed at a General Meeting of the Members.
10. Members may download the Notice from the website of the Company at www.punjabchemicals.com or from the website of CDSL at www.evotingindia.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investorhelp@punjabchemicals.com or rt@alankit.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. In accordance with the MCA Circulars, the members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Alternatively, Members may send an email request to rt@alankit.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to rt@alankit.com or contact RTA at +91-11-4254 1953.
14. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD- 1/P/CIR/2023/70 dated May 17, 2023, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request



from the RTA until they furnish complete KYC Documents and effective from April 1, 2024 any payment of dividend shall only be made in electronic mode to such members. For members who hold shares in demat form, they should keep their bank details, e-mail address, postal address, contact number and nomination details updated in their demat account(s) maintained with Depository Participant(s).

Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. To avail various benefits of holding shares in demat form, members are advised to demat shares held by them in physical form, for ease in portfolio management.

Members may refer to SEBI Master Circular, relevant Investor Service Request Forms and contact details for sending requisite forms/ documents, available on the Company's website at <https://www.punjabchemicals.com/dividend-shareholders-information>.

15. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

16. VOTING THROUGH ELECTRONIC MEANS:

- (i) The voting period begins on **Wednesday, February 5, 2025 at 9:00 a.m. (IST)** and ends on **Thursday, March 6, 2025 at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, January 24, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

17. Instructions for remote e-voting:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(ii) Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services 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-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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://www.evoting.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-



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Depository (DP)	Participants	Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cspdua@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.



Contact Details
<p>Company : Punjab Chemicals and Crop Protection Limited Ms. Rishu Chatley Company Secretary and Compliance Officer Regd. Office: Milestone 18, Ambala Kalka Road Village & P.O. Bhankharpur, Derabassi, Dist. SAS Nagar, Mohali (Punjab) - 140201, India CIN: L24231PB1975PLC047063 Email: investorhelp@punjabchemicals.com</p>
<p>Registrar and Transfer Agent : M/s. Alankit Assignments Limited Address: 4E/2, Jhandewalan Extension, New Delhi-110055 Email: rta@alankit.com</p>
<p>E-Voting Agency : Central Depository Services (India) Limited Address: Central Depository Services (India) Limited, A Wing, 25th Floor Marathon Futurex, Mafatlal Mill Compounds N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Email: helpdesk.evoting@cdslindia.com, Phone: 1800 22 55 33</p>
<p>Scrutinizer : CS P.S. Dua Practising Company Secretary Address: 5, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana Email: cspsdia@gmail.com</p>

Place: Derabassi
Date: January 28, 2025
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection Limited

Sd/-
Rishu Chatley
Company Secretary cum
Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013.

Item No.1

Mrs. Aruna Rajendra Bhinge (DIN:07474950) is currently serving as an Independent Director of the Company, appointed by the shareholders at the 44th Annual General Meeting (AGM) held on September 25, 2020, to hold office for a period of five years, effective April 1, 2020. Her tenure as an Independent Director will conclude on March 31, 2025. She is now eligible for re-appointment for a second term on the Board as an Independent Director.

Based on her performance evaluation, the recommendations of the Nomination and Remuneration Committee (NRC), and considering her background, expertise, and contributions, the Board of Directors is of the opinion that Mrs. Aruna Rajendra Bhinge (DIN:07474950) continued association will significantly benefit the Company. It is therefore proposed to reappoint her for a second term. In accordance with Section 149 and other relevant



provisions of the Companies Act, 2013 ('Act'), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and based on NRC's recommendations, the Board of Directors, in its meeting held on January 28, 2025, approved the re-appointment of Mrs. Aruna Rajendra Bhinge as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from April 1, 2025, and recommended the same to the shareholders for approval.

The Company has received a notice from a member proposing her candidature for the office of Director under Section 160(1) of the Act. Additionally, Mrs. Aruna Rajendra Bhinge has provided her consent in writing to continue as Independent Director and submitted Form DIR-8 and Dir-2, confirming that she is not disqualified under Section 164 of the Act. She has also provided a declaration confirming that she meets the independence criteria under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. She is also registered in the Directors data bank maintained by the MCA as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules 2014 and whenever required she will renew her registration within prescribed time. Furthermore, Mrs. Aruna Rajendra Bhinge confirmed that she is not debarred from holding the office of Director under any SEBI order or similar authority, as per circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited.

Copy of draft letter of appointment of Mrs. Aruna Rajendra Bhinge setting out the terms and conditions of appointment and other documents mentioned hereinabove is available for inspection by the members electronically, as referred in the note no. 12 of this notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board also confirms that Mrs. Aruna Rajendra Bhinge is independent of the management of the Company. Her brief resume, along with her expertise, directorships, and committee memberships/chairmanships, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is enclosed as an annexure to this notice.

The Board commends the Special Resolution under Item No. 1 of the Notice for approval by the members. Except Mrs. Aruna Rajendra Bhinge (DIN:07474950) and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No.2

Mr. Shiv Shankar Shripal Tiwari (DIN:00019058), aged 71 years, is currently serving as Non-Executive and Non-Independent Director of the Company since 2015. He is M.Sc. and holds Post graduate Diploma in Business Management and has vast experience of over 47 years in managing the chemical plants including operations, manpower management, supply chain, business strategy and commercial market of chemicals. He was associated with STS Chemicals Ltd, for 30 years, which was later amalgamated with our Company, Punjab Chemicals and Crop Protection Limited. Thereafter he held the position of Whole Time Director of the Company since April 6, 2006 and was managing the Industrial Chemicals Division, Pune of the Company and was fully responsible for running the plant with full enthusiasm and passion.

Thereafter, effective from May 28, 2015, he took the role and position of Non-Executive Non-Independent Director of the Company.

Looking at his dynamic leadership, sound strategic insights, organizational excellence, business acumen and people management skills, the Board of Directors are of the opinion that he may be appointed as an Advisor for a period of three years with effect from January 1, 2025 till December 31, 2027 and render his expert guidance and professional services specifically towards Specialty Chemicals and Industrial Chemicals business and add to further overall growth of the company at the advisory service fees as under:

- a. Payment of fees in the form of periodical payment or otherwise aggregating to Rs.65,00,000/- (Rupees Sixty Five Lakh Only) for the advisory services to be rendered for the period from January 1, 2025 to December 31, 2025 and;



- b. Payment of fees in the form of periodical payment or otherwise as may be decided by the Board of Directors every year not exceeding Rs.65,00,000/- (Rupees Sixty Five Lakh Only) per annum for the advisory services to be rendered every year from January 1, 2026 to December 31, 2027;

Mr. Shiv Shankar Shripal Tiwari, being a Non-Executive and Non-Independent Director, is a related party with reference to Company in terms of Section 2(76) of the Companies Act, 2013, which tantamount to holding office or place of profit as per Section 188 of the Companies Act, 2013 and rules made there under as Company want to give him advisory service fees other than sitting fees and commission.

Pursuant to the provisions of Section 188(1)(f) of Companies Act 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, where any related party hold office or place of profit with a remuneration exceeding Rupees two and half lacs per month, the same would require prior approval from shareholders.

Place of profit in accordance with Section 188 of the Companies Act, 2013. Explanation to Section 188(1) of the Companies Act, 2013 says that:

(a) the expression "office or place of profit" means any office or place—

(i) where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;

In accordance with the provisions of Section 197 (4) of the Companies Act, 2013, the remuneration for services rendered by any director in other capacity shall not be so included in the managerial remuneration to be paid to the Director in accordance with Section 197 of the Companies Act, 2013, if—

(a) the services rendered are of a professional nature; and

(b) in the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of the profession.

In view of above, it is proposed to pay the advisory fee to Mr. Shiv Shankar Shripal Tiwari in consideration of his professional services rendered/being rendered by him and that the Nomination and Remuneration Committee has:

(i) Examined & confirmed that the condition (a) & (b) mentioned under Section 197(4) of the Act are satisfied viz. the services to be rendered by Mr. Shiv Shankar Shripal Tiwari are professional in nature and he possesses the requisite qualification for the practice of the profession; and

(ii) Recommended to avail the professional and expert services from Mr. Shiv Shankar Shripal Tiwari.

As per Regulation 17(6) (a) of SEBI Listing Regulations, the Board of Directors shall recommend all fees or compensation, if any, paid to non-executive directors, including Independent Directors and shall require approval of shareholders in general meeting. Further as per Regulation 17(6)(ca) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

In this connection, if the annual remuneration payable to Mr. Shiv Shankar Shripal Tiwari, Non-Executive Non Independent Director in financial year 2024-2025, exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors this approval of shareholders shall be treated as compliance under Regulation 17(6)(ca) also.

As per regulation 23 of SEBI Listing Regulations and in pursuance of Related Party Transaction Policy of the Company, all related party transaction should be approved by Audit Committee.

In this connection, the Audit Committee has also:

(i) Examined and approved the above related party transaction in accordance with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Section 188 of the Companies Act, 2013;



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(ii) Confirmed that the above related party transaction is in the ordinary course of business on arm's length basis.

Based on the recommendation of Nomination and Remuneration Committee and Audit Committee and Board of Directors in their meetings held on January 28, 2025, the Company is seeking approval of the members by way of special resolution for appointment of Mr. Shiv Shankar Shripal Tiwari (DIN:00019058), Non-Executive and Non-Independent Director of the Company as an Advisor (a "related party" holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013) for a period of three years with effect from January 1, 2025 till the date of December 31, 2027 at the advisory service fees as mentioned in Para 2 of Item No.2 above:

Copy of draft letter of appointment of Mr. Shiv Shankar Shripal Tiwari setting out the terms and conditions of appointment is available for inspection by the members electronically, as referred in the note no. 12 of this notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Notwithstanding anything herein above the amendments if any in the Companies Act; Rules etc. allowing more than the above approved amounts then such amounts as prescribed under the said laws shall be considered by the Board.

The following disclosure(s) for availing or rendering of any services from or to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

a)	Name of related party:	Mr. Shiv Shankar Shripal Tiwari (DIN:00019058)
b)	Name of the Director or Key Managerial Personnel who is related if any:	Not applicable
c)	Nature of relationship:	Not applicable
d)	Nature, Duration of the contract and particulars of the contract or arrangement Service Agreement, for availing his professional:	Appointment as an Advisor for a period of three years w.e.f. January 1, 2025 till December 31, 2027 and render his expert guidance and professional services specifically towards Specialty Chemicals and Industrial Chemicals Business and add to further overall growth of the company at the advisory service fees in same capacity as under - a. Payment of fees in the form of periodical payment or otherwise aggregating to Rs. 65,00,000/- (Rupees Sixty Five Lakh Only) for the advisory services to be rendered for the period from January 1, 2025 to December 31, 2025 and; b. Payment of fees in the form of periodical payment or otherwise as may be decided by the Board of Directors every year not exceeding Rs.65,00,000/- (Rupees Sixty Five Lakh Only) per annum for the advisory services to be rendered every year from January 1, 2026 to December 31, 2027;
e)	Material terms, monetary value and particulars of the contract or arrangement:	The advisory fees for the said services shall be payable as per company practices of receipt of the invoice and the total fee payable in a year shall not exceed Rs.65,00,000/- (Rupees Sixty Five Lakh only). The above amount shall be exclusive of applicable taxes like GST etc. and out of pocket expenses which shall be payable at actuals



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f)	Any Advance Paid or Received for the Contract or Arrangement, if any:	Nil
g)	The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	The pricing is commensurate with the general trend in the industry for availing such services.
h)	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	Yes
i)	Any other information relevant or important for the members to take: a decision on the proposed resolution:	Nil

The Board commends the Special Resolution under Item No. 2 of the Notice for approval by the members. Except Mr. Shiv Shankar Shripal Tiwari (DIN:00019058) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Place: Derabassi
Date: January 28, 2025
CIN: L24231PB1975PLC047063
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By order of the Board
For Punjab Chemicals and Crop Protection Limited

Sd/-
Rishu Chatley
Company Secretary cum
Compliance Officer

Details of Director seeking Re-appointment (Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meeting)

Name of the Director	Mrs. Aruna Rajendra Bhinge
Directors Identification Number (DIN)	07474950
Age	68 Years
Date of first appointment on the Board	April 1, 2020
Qualifications	Master of Management Studies from Narsee Monjee Institute of Management Studies, Master of Science from University of Bombay.
Brief Profile including experience and nature of expertise in specified functional areas.	She is having more than 35 years of experience with leadership positions in business strategy, marketing, sales, projects & partnership in the healthcare and agri business sectors.
Skills and capabilities required for the role and the manner in which the director meets such requirements	As described in the aforesaid Profile para and provided in the explanatory statement.
Terms and conditions of re-appointment.	Re-appointment as an Independent Director for a second term of



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	five (5) consecutive years commencing from April 1, 2025 to March 31, 2030 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement].
Details of remuneration sought to be Paid	Sitting Fees and commission as approved by the Board of Directors
Details of remuneration last drawn (FY 2023-24)	Sitting Fees Rs.2,40,000 Commission Rs.3,07,000
No. of Board Meetings attended during the year 2024-2025 (held till the date of Notice)	5
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any of the Directors or Key Managerial Personnel of the Company.
Shareholding in the Company	Nil
List of other Companies in which Directorship (excluding Foreign, Private and Section 8 Companies).	1.Laurus Labs Limited 2. Mahindra EPC Irrigation Limited 3. Mahindra Agri Solutions Limited 4. Laurus Bio Private Limited
List of Entities from which the person has resigned in the past three years.	Nil
Chairperson/Member of the Mandatory Committees of the Board of the Other Companies on which she is a Director.	Laurus Labs Limited: Member in Audit Committee, Nomination & Remuneration Committee and CSR Committee. Mahindra Agri Solutions Limited: Member in Audit Committee, Nomination & Remuneration Committee. Mahindra EPC Irrigation Limited: Member in Stakeholders Relationship Committee.