



PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN: L24231CH1975PLC003603

ADDENDUM TO NOTICE OF 40TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, THE 9TH SEPTEMBER, 2016 AT 10.00 A.M. AT PHD HOUSE, SECTOR- 31, CHANDIGARH.

This is to inform that item no. 4 of the Notice dated 1st June, 2016, special business to approve remuneration of Cost Auditor needs to be replaced in view of the casual vacancy arisen due to the sudden demise of one of the Cost Auditors, Smt. Pushpa Khanna on 23rd June, 2016. The casual vacancy has arisen for the year 2015-16 for which the audit was in process and for the year 2016-17, for which appointment was made by the Board of Directors of the Company. Therefore, the Board of Directors in their meeting held on 14th July, 2016 has appointed M/s Khushwinder Kumar & Co., Cost Accountants, Jalandhar (Firm Registration No.100123) to conduct the audit of the cost records for the products falling under CETA heading 2901 to 2942- "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides" and any other product manufactured/ to be manufactured by the Company for the financial year 2015-16 and 2016-17 in addition to "Bulk Drugs" for which he was already appointed Cost Auditor for both the years.

M/s Khushwinder Kumar & Co., Cost Accountants, Jalandhar (Firm Registration No.100123) has agreed and furnished the following required Declaration and Certificate as required under the Companies Act, 2013 (the Act) for consideration of his appointment as Cost Auditor for "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides" products for the financial year 2015-16 and also for the financial year 2016-17:

1. Declaration that they are not disqualified in terms of Section 141 (3) read with Section 148 (5) of the Companies Act, 2013 and does not violate the limits specified in Section 141 (3) of the Companies Act, 2013.
2. Certificate for certifying their independence and arm's length relationship with the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, resolution at item no. 4 of the notice is replaced with the following:

4. (i) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Khushwinder Kumar & Co., Cost Accountant, Jalandhar, (Firm Registration No.100123) appointed by the Board of Directors to fill casual vacancy and to conduct the audit of the cost records of the Company for the products falling under CETA heading 2901 to 2942- "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides" in addition to "Bulk Drugs" being manufactured / traded by the Company for the financial year 2015-16, be paid the remuneration as set out in the explanatory statement of this item annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."
4. (ii) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Khushwinder Kumar & Co., Cost Accountant, Jalandhar, (Firm Registration No.100123) appointed by the Board of Directors to fill casual vacancy and to conduct the audit of the cost records of the Company for the products falling under CETA heading 2901 to 2942- "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides" and "Bulk Drugs" being manufactured / traded by the Company for the financial year 2016-17, be paid the remuneration as set out in the explanatory statement of this item annexed to the Notice convening this Meeting.

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

P.T.O.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

ITEM NO.4 (i & ii):

In view of the sudden demise of Smt. Pushpa Khanna on 23rd June, 2016, one of the Cost Auditors, who was appointed Cost Auditor to conduct the Cost Audit of products falling under CETA heading 2901 to 2942- "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides" products of the Company for the financial years 2015-16 and 2016-17, the Board of Directors on the recommendation of the Audit Committee, filled the casual vacancy by appointing M/s Khushwinder Kumar & Co., Cost Accountants, Jalandhar (Firm Registration No.100123) to conduct the cost audit of products falling under CETA heading 2901 to 2942- "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides" in addition to "Bulk Drugs" products for the financial years 2015-16 and 2016-17 as per the following details:

Financial Year 2015-16

Sr. No.	Name of the Cost Auditor	Industry	Audit fees (Amount in Rs.)
1.	M/s Khushwinder Kumar & Co., Cost Accountants, Jalandhar, Cost Auditors (Firm Registration No.100123) for the financial year ending March 31, 2016.	CETA heading 2901 to 2942- "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides"	36,000 plus service tax and out of pocket expenses.

Financial Year 2016-17

Sr. No.	Name of the Cost Auditor	Industry	Audit fees (Amount in Rs.)
1.	M/s Khushwinder Kumar & Co., Cost Accountants, Jalandhar (Firm Registration No. 100123) for the financial year ending March 31, 2017.	CETA heading 2901 to 2942- "Organic and Inorganic Chemicals, etc."; 3808- "Insecticides"	36,000 plus service tax and out of pocket expenses.
2.	M/s Khushwinder Kumar & Co., Cost Accountants, Jalandhar (Firm Registration No. 100123) for the financial year ending March 31, 2017.	Bulk Drugs	27,500 plus service tax and out of pocket expenses.

Accordingly, consent of the members is sought for passing Ordinary Resolutions as set out at Item No. 4 (i) & (ii) of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial years ending March 31, 2016 and March 31, 2017.

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

The Board commends the Ordinary Resolutions set out at Item No. 4 (i) & (ii) of the Notice for approval by the members.

Note : All other items of the Notice dated 1st June, 2016 will remain same.

Date: July 15, 2016

Registered Office:

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By order of the Board of Directors

Punit K Abrol

Sr. V.P. (Finance) & Secretary