



# PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN No. : L24231CH1975PLC003603

Registered Office: SCO: 183, Sector- 26, Madhya Marg, Chandigarh- 160 019.

Tel No.:0172-5008300,5008301; Fax: 0172-2790160

E-mail:info@punjabchemicals.com; website: www.punjabchemicals.com

## NOTICE

Notice is hereby given that the 41<sup>st</sup> (Forty One) Annual General Meeting of the members of Punjab Chemicals and Crop Protection Limited will be held on **Thursday, the 14<sup>th</sup> September, 2017 at 10.00 a.m at PHD House, Sector-31, Chandigarh-160031** to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2017 including the audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss for the financial year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Sindhu Seth (DIN No. 00109298), who retires by rotation and being eligible, offers herself for re-appointment.
3. **To appoint the Statutory Auditors of the Company and to fix their remuneration.**

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 139 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s B S R & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 01248W/W-100022) be and is hereby appointed as the Statutory Auditors of the Company in place of M/s S R B C & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 324982E/E300003), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 46<sup>th</sup> AGM to be held in the calendar year 2022, subject to ratification of their appointment by the Members at every AGM, at such remuneration as may be recommended by the Audit Committee and determined by the Board of Directors of the Company.”

### Special Business:

4. **To approve the remuneration of the Cost Auditor for the financial year ending March 31, 2018.**

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 as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, 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.”

### Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), in respect of the business as set out in Item Nos. 3 and 4 above and the relevant details of the Director seeking re-appointment/appointment under Item No. 2 above as required by Regulation 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and as required under Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (‘AGM’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT (48) HOURS before the commencement of the AGM.
4. Proxies submitted on behalf of limited Companies, LLP, etc., must be supported by appropriate resolution/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company. In case, proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.



5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 5, 2017 to Thursday, September 14, 2017** (both days inclusive) for annual closing.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at least ten (10) days in advance, so as to enable the Management to keep the information ready at the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
10. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company situated at SCO: 183, First Floor, Sector – 26, Chandigarh-160 019 on all working days, except Saturday and Sunday, during business hours upto the date of the Meeting.
12. Members are requested that the Registrar and Share Transfer Agent of the Company - M/s Alankit Assignments Ltd. be immediately intimated of any change in their addresses, e-mail Ids, contact numbers, bank details, ECS mandate, Nomination, etc. in respect of the equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form. This will help the Company and the Registrar to provide better and efficient services.
13. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Alankit Assignments Ltd., Registrar and Share Transfer Agent.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website link <http://punjabchemicals.com/Companypolicy.html>. Members holding shares in physical form may submit the same to M/s Alankit Assignments Ltd., Registrar and Share Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s Alankit Assignments Ltd., Registrar and Share Transfer Agent, for consolidation into a single folio. They are also requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. The members can contact the Company or the Registrar and Share Transfer Agent for such service.
16. Electronic copy of the Notice of the AGM alongwith the Annual Report for the Financial Year (FY) 2016-17 is being sent to all the Members whose email-IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent through the permitted mode. Members may also note that the Annual Report for the FY 2016-17 will also be available on the Company's website [www.punjabchemicals.com](http://www.punjabchemicals.com) for their download.
17. **With a view to support the 'Green Initiative', members are requested to register / update their e-mail addresses, with their Depository Participants (DP) and ensure that the same is also updated with their respective DP. This will enable the Company to send communications electronically.**
18. The Company has transferred the unpaid or unclaimed dividend declared upto FY 2008-09 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 9, 2016 (date of previous Annual General Meeting) on the website of the Company ([www.punjabchemicals.com](http://www.punjabchemicals.com)) as also on the website of the Ministry of Corporate Affairs.  
**Attention of the Members is also drawn to the provisions of Section 124 (6) of the Act which require a Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been claimed for 7 (seven) consecutive years or more.**  
**In accordance with the aforesaid provision of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated the necessary action to ascertain the shareholders who have not claimed their last dividend declared by the Company for the FY 2008-09. Necessary linkages will be posted on the website of the Company regarding the details of shares liable for transfer in the name of IEPF Authority in due course of time.**
19. **Voting through electronic means:**  
In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration)



Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting through poll/ ballot paper will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through poll/ ballot paper. **Members who cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.**

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on **Monday, September 11, 2017 at 9:00 a.m. (IST)** and ends on **Wednesday, September 13, 2017 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 i.e. **Thursday, September 7, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to e-voting website '[www.evotingindia.com](http://www.evotingindia.com)' during the voting period.
- iv) Click on "**Shareholders**" tab.
- v) Now, enter your User ID:
  - a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID
  - b) For CDSL:- 16 Digits Beneficiary ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- vi) Next enter the Image Verification as displayed and Click on 'LOGIN'.
- vii) 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.
- viii) If you are a first time user follow the steps given below:

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|-----|---|
| PAN | <ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
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| Date of Birth (DOB) or Dividend Bank Details | <p>Please enter the DOB (in dd/mm/yyyy format) or Dividend Bank Details as recorded in your demat account or in the Company records in order to login.</p> <p>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 as mentioned in instruction (v)</p> |
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- ix) After entering these details appropriately, click on "**SUBMIT**" tab.
- x) 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 the 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. Kindly ensure that you note down your password for future reference.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) **Select the EVSN** of Punjab Chemicals and Crop Protection Limited.
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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.



- xix) **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 from Google Play Store. Apple 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.**
- xx) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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, 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 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.
- xxi) 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)
20. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, the 7th September 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
21. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evotingindia.com](http://www.evotingindia.com)
22. Shri S. K Sharma, Practicing Company Secretary (C.P No. 3864) has been appointed as the Scrutinizer for scrutinizing the remote e-voting process as well as voting process at the AGM in a fair and transparent manner.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through poll / ballot paper with the assistance of the Scrutinizer for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, and submit it to the Chairman or a person authorized by Board. The Chairman or the authorized person shall declare the result of the voting forthwith.
25. The result declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.punjabchemicals.com](http://www.punjabchemicals.com) and on the website of the CDSL after the same is declared by the Chairman/ authorized person. The Results shall also be simultaneously forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
26. **The route map showing directions to reach the venue of the AGM is annexed.**

By order of the Board of Directors

Date: June 14, 2017

Place: Chandigarh

**Punit K Abrol**

Sr. V.P. (Finance) & Secretary

**Registered Office:**

SCO: 183, First Floor, Sector-26

Madhya Marg, Chandigarh- 160019



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

The following statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

### ITEM NO. 3

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. S R B C & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 324982E/E300003), were appointed as the Statutory Auditor of the Company at the 38<sup>th</sup> Annual General Meeting (AGM) held on September 23, 2014 to hold office till the conclusion of forthcoming 41<sup>st</sup> AGM for a period of three years. M/s. S R B C & Co. LLP and its affiliates have been in office for 10 years and in compliance with the provisions of the Act, the Company will have to appoint a new auditor in their place.

Pursuant to the recommendation of the Audit Committee, your Board recommends the appointment of M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 101248W/W- 100022) as the Statutory Auditor of the Company in place of M/s. S R B C & Co. LLP to hold office from the conclusion of this AGM until the conclusion of 46<sup>th</sup> AGM to be held in the calendar year 2022 at such remuneration as recommended by the Audit Committee and fixed by the Board of Directors of the Company.

As per the provisions of Section 139 of the Companies Act, 2013 (the 'Act') the said appointment is required to be ratified by the Members at every AGM.

M/s. B S R & Co. LLP, Chartered Accountants have confirmed that their appointment shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

### ITEM NO.4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s Khushwinder Kumar & Co., Cost Accountant, Jalandhar as the Cost Auditor of the Company to conduct audit of the cost records of all the Divisions of the Company for the financial year 2017-18 on a consolidated remuneration of Rs. 90,000/- (Rupees Ninety thousand only) plus service tax as applicable and reimbursement of out-of-pocket expenses.

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, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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 recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.



**DETAILS OF DIRECTOR SEEKING APPOINTMENT/REAPPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS:**

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|--|---|
| <b>Name of the Director</b>  | Smt. Sindhu Seth  |
| <b>DIN</b>   | 00109298  |
| <b>Date of Birth</b>   | 04.02.1957  |
| <b>Age</b>   | 60  |
| <b>Date of first appointment</b>   | 29.05.2014  |
| <b>Qualifications</b>  | M.A. Economics  |
| <b>Expertise in specific functional areas</b>  | Rich experience in the field of HRD and managing the affairs of few charitable Trusts |
| <b>Relationships between Directors inter-se</b>  | Nil   |
| <b>Directorship in other Public Limited Companies (excluding foreign companies, private companies &amp; Section 8 companies)</b> | Nil   |
| <b>Membership of Committees/ Chairmanship in other Public Limited Companies</b>  | Nil   |
| <b>No. of Board Meeting attended during the year 2016-17</b>   | 5   |
| <b>No. of shares held</b>  | Nil   |

**ROUTE MAP TO THE AGM VENUE**

