



PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN : 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 thirty ninth (39th) Annual General Meeting of the members of Punjab Chemicals and Crop Protection Limited will be held on **Friday, the 11th September, 2015 at 9:30 a.m. at PHD House, Sector- 31, Chandigarh** 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, 2015 including the audited Balance Sheet as at March 31, 2015, 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 Shri Avtar Singh (DIN No. 00063569), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To ratify appointment of the Statutory Auditors 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 all other applicable provisions of the Companies Act, 2013 (the "Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E), as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM to be held in the calendar year 2016 at such remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company."

Special Business:

4. **Appointment of Shri Sheo Prasad Singh (DIN: 06493455) as an Independent Director.**

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

"RESOLVED THAT Shri Sheo Prasad Singh (DIN: 06493455), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2015 under Section 161(1) of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Shri Sheo Prasad Singh for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sheo Prasad Singh, who has submitted a declaration that he meets the criteria of independence under Section 149 (6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto the conclusion of the 44th Annual General Meeting of the Company to be held in the calendar year 2020."

5. **Appointment of Shri Shivshankar Shripal Tiwari (DIN: 00019058) as a Director liable to retire by rotation.**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules framed thereunder, (including any statutory modifications or re-enactment(s) thereof for the time being in force), Shri Shivshankar Shripal Tiwari (DIN: 00019058), who was appointed by the Board of Directors as an Additional Director on the Board with effect from May 28, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of



whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016.

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), the Cost Auditors viz. Smt. Pushpa Khanna, Cost Accountant, Chandigarh (Membership No. M5604) and M/s Khushwinder Kumar & Co., Cost Accountant, Jalandhar, (Firm Registration No.100123) appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, 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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses specified under Item Nos. 2 to 6 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 2, 4 and 5 of the Notice are also annexed.
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 meeting.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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 carrying voting rights. In case a 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.

6. 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.
7. Members/ proxies should bring the duly filled Attendance slip enclosed herewith to attend the Meeting.
8. The Register of Members and Share Transfer Books of the Company will be closed from September 4, 2015 to September 11, 2015 (both days inclusive) for annual closing.
9. 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.
10. 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.
11. 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.
12. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, the amounts of dividends remaining unclaimed for a period of seven (7) years from the date they become due for payment are required to be transferred to Investors Education & Protection Fund (IEPF), established by the Central Government and thereafter, no payment shall be made by the Company or by the IEPF in respect of such amounts.

The summary of the unpaid dividend for the past years and the date on which the outstanding amount shall be transferred by the Company to the IEPF is given in the table below:

FINANCIAL YEAR	DIVIDEND %AGE	TYPE	DATE OF DECLARATION	DUE DATE OF TRANSFER
2007-08	40	Final	29.08.2008	28.09.2015
2008-09	15	Final	25.09.2009	24.10.2016

Members, who have not encashed their dividend warrants pertaining to the aforesaid years, are requested to submit their claims to the Company or to the Registrar and Share Transfer Agent without any delay.

Pursuant to the provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with



- companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 23, 2014 (date of last AGM) on the website of the Company (www.punjabchemicals.com) as also on the website of the Ministry of Corporate Affairs.
13. In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Clause 35 B of the Listing Agreement, 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. 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.** Necessary information and instructions for e-voting is given separately.
 14. 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 viz. September 4, 2015 only shall be entitled to avail the facility of remote e-voting.
 15. Shri S. K Sharma, Practicing Company Secretary (C.P. No. 3864) has been appointed as Scrutinizer for scrutinizing the remote e-voting process as well as voting process at the AGM in a fair and transparent manner.
 16. 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.
 17. 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.
 18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website 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 the Stock Exchanges where the shares of the Company are listed.
 19. 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 Saturdays, during business hours upto the date of the Meeting.
 20. 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.
 21. The Securities and 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 Depository Participants with whom they are maintaining their demat accounts. Members holdings shares in physical form can submit their PAN to the Company/ Alankit Assignments Ltd., Registrar and Share Transfer Agent.
 22. Members holding shares in single name in physical form are advised to make nomination in respect of their share holding in the Company.
 23. 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.
 24. Electronic copy of the Annual Report for FY 2014-15 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 2014-15 are being sent through the permitted mode. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website www.punjabchemicals.com for their download.
 25. **With a view to use natural resources responsibly, we request Members to update their e-mail address, with their Depository Participants to enable the Company to send communications electronically.**

By order of the Board of Directors
Sd/-

Punit K Abrol

Sr. V.P. (Finance) & Secretary

Date: June 18, 2015

Place: Chandigarh

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. 2:

Shri Avtar Singh (DIN:00063569) is a Whole Time Director of the Company. The Central Government has accorded its approval for the re-appointment of Shri Avtar Singh vide letter no. SRN No. C04563003/2014 - CL-VII dated December 15, 2014 for a period of 5 (five) year from November 14, 2012 to November 13, 2017. His Directorship on the Board of the Company is subject to liable to retire by rotation. Pursuant to Article 173 (b) of the Articles of Association, a Whole Time Director re-appointed as a Director immediately on retirement by rotation, shall continue to hold his office of Whole Time Director, and such re-appointment of Director shall not be deemed to constitute a break in his appointment as Whole Time Director.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 (the 'Act'), he is due to retire by rotation at this Annual General Meeting and he, being eligible, offers himself for re-appointment as Director on the Board of the Company.

A brief profile of Shri Avtar Singh, the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

The Board recommends the re-appointment of Shri Avtar Singh as a Director, liable to retire by rotation, on the Board of the Company.

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

ITEM NO. 3:

S R B C & Co. LLP, Chartered Accountants (Registration No. 324982E) were appointed as Statutory Auditors for a period of three (3) consecutive years by the Members of the Company to hold office until the conclusion of the Forty first (41st) Annual General Meeting (AGM). 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.

S R B C & Co. LLP, Chartered Accountants have confirmed that the appointment, if ratified, 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.

Pursuant to the recommendation of the Audit Committee, your Board recommends the ratification of the appointment of S R B C & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM to be held in the calendar year 2016 at such remuneration as recommended by the Audit Committee and fixed by the Board of Directors of the Company.

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:

Shri Sheo Prasad Singh (DIN : 06493455) was appointed as Additional Director on the Board of the Company effective February 11, 2015 pursuant to Section 161 of the Companies Act, 2013 (the 'Act') read with Article 133 of Articles of Association of the Company on the recommendation of Nomination and Remuneration Committee.

Pursuant to the provisions of Section 161 of the Act, Shri Sheo Prasad Singh will hold office upto the date of this Annual General Meeting (AGM), but is eligible for the appointment as a Director. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Independent Director, to be appointed under the provisions of Section 149 of the Act.

A brief profile of Shri Sheo Prasad Singh, the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

The Company has received from Shri Sheo Prasad Singh (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of



Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act.

The resolution seeks the approval of members for the appointment of Shri Sheo Prasad Singh as an Independent Director of the Company for a term of five (5) consecutive years upto the conclusion of the 44th AGM of the Company to be held in the calendar year 2020 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Shri Sheo Prasad Singh fulfills the conditions for appointment as Independent Director as specified in the Act and the Rules framed thereunder and the Listing Agreement and he is independent of the Management.

A copy of the draft letter for the appointment of Shri Sheo Prasad Singh as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on any working days, excluding Saturday and Sunday between 11.00 a.m. and 1.00 p.m. till the date of AGM and also posted on the website of the Company.

Shri Sheo Prasad Singh is interested in the Resolution to the extent as it concerns his appointment. None of the other 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. 4 for the approval of the members

ITEM NO. 5:

Shri Shivshankar Shripal Tiwari (DIN: 00019058) was appointed as Additional Director on the Board of the Company effective May 28, 2015 pursuant to Section 161 of the Companies Act, 2013 (the 'Act') read with Article 133 of Articles of Association of the Company on the recommendation of Nomination and Remuneration Committee.

Pursuant to the provisions of Section 161 of the Act, Shri Shivshankar Shripal Tiwari will hold office upto the date of this Annual General Meeting (AGM), but is eligible for the appointment as a Director. The Company has received a notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director.

A brief profile of Shri Shivshankar Shripal Tiwari, the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

The Company has received from Shri Shivshankar Shripal Tiwari (i) consent in writing to act as 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 & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Act.

Copy of the above referred documents shall be open for inspection without any fee by the members at the Company's Registered Office during normal business hours on any working days, excluding Saturday and Sunday between 11.00 a.m. and 1.00 p.m. till the date of AGM.

The resolution seeks the approval of the members for the appointment of Shri Shivshankar Shripal Tiwari as a Director on the Board of the Company, liable to retire by rotation.

Shri Shivshankar Shripal Tiwari is interested in the Resolution to the extent as it concerns his appointment. None of the other 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. 5 for the approval of the members.

ITEM NO.6:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 as per the following details:

Sr. No.	Name of the Cost Auditor	Industry	Audit fees (Amount in Rs.)
1.	Smt. Pushpa Khanna, Cost Accountants, Chandigarh (Membership No. M5604)	Insecticides	36,000 plus service tax and out of pockets expenses.
2.	M/s Khushwinder Kumar & Co., Cost Accountants, Jalandhar (Firm Registration No.100123)	Bulk Drugs	27,500 plus service tax and out of pockets 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ANNEXURE TO ITEM NO. 2, 4 AND 5

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Name	Avtar Singh	Sheo Prasad Singh	Shivshankar Shripal Tiwari
DIN	00063569	06493455	00019058
Date of Birth	October 4, 1958	April 28, 1952	August 30, 1953
Date of appointment on the Board	November 14, 1996	February 11, 2015	May 28, 2015
Expertise in specific functional area	He is a Whole Time Director and in charge of Agro Chemicals Division, Derabassi and Pharma Division, Lalru in District Mohali, Punjab. His expertise is in Research & development, production and marketing of chemicals. He is also involved in setting up and maintenance of plants in these sites.	Commercial Banking including, Treasury, Direct/Indirect Taxation, management of Superannuation Funds	He is experienced in managing the chemical plants, production, manpower and domestic commercial market of chemicals.
No. of equity shares held in the Company (as on 31st March, 2015)	7911	Nil	11714
Qualification	B.Sc	Msc., CAIIB, PGDFRM, PGDFA	M.Sc., Post graduate Diploma-Business Management
List of other public directorships	Saurav Chemicals Limited	Nil	Nil
Membership/ Chairman of Committees of other Companies	Audit Committee: 1. Saurav Chemicals Limited (Member)	Nil	Nil
Relationship, if any, between Directors inter-se	No	No	No

ROUTE MAP TO THE AGM VENUE

