



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, 280094; **Fax Nos.:** 01762-280070;

website: www.punjabchemicals.com; **e-mail:** info@punjabchemicals.com

POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]*

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or reenactment (s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, Amendment, 2018 and all other applicable laws and regulations, that the resolution in relation to the following special business is proposed to be passed by the Members through Postal Ballot/ electronic voting (Remote e-voting):

- 1) Continuation of directorship of Capt S.S. Chopra (Retd.) (DIN:00146490) as a Non-Executive Non Independent Director of the Company, who has already attained the age of 75 years.

The explanatory statement pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on 24th January, 2019, has appointed Shri S. K. Sharma, of M/s S.K. Sharma & Associates, Practicing Company Secretary (C.P. No. 3864), Chandigarh, as the Scrutinizer for supervising and conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed and signed in the attached self-addressed, postage pre-

paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on or before 11th March, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, Amendment, 2018, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Forms and e-voting, the Scrutinizer will submit his report to the Chairman or the Managing Director or any person authorized by the Board of Directors. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The result of the Postal ballot shall be announced by a Director or the Company Secretary or any person authorized by the Managing Director of the Company on Wednesday, 13th March, 2019 at 3.00 p.m. at the Registered Office of the Company.

The said result would be displayed at the Registered Office of the Company, intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed, published in the newspapers and displayed on the Company's website viz. www.punjabchemicals.com and the website of Central Depository Services (India) Limited viz. https://www.evotingindia.com, along with the Scrutinizer's report.



In the event, the proposed resolution are assented to by a requisite majority of the members by means of Postal Ballot, it shall be deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

Item No. 1: Continuation of directorship of Capt S.S. Chopra (Retd.) (DIN:00146490) as a Non-Executive Non Independent Director of the Company, who has already attained the age of 75 years.

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

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment, Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the Company be and are hereby accorded for continuation of directorship of Capt S.S. Chopra (Retd) (DIN:00146490), who has already attained the age of 75 years, as a Non-Executive Non Independent Director of the Company on and after April 1, 2019 till the expiry of his existing term, liable to retire by rotation on the existing terms and conditions."

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

Punit K Abrol

Place: Derabassi Sr. VP (Finance) & Secretary

Date: 25th January, 2019

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution above, is appended herein below along with Form for your consideration.
2. The Postal Ballot Notice along with the Postal Ballot

Form is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited/Central Depository Services (India) Limited as at the close of business hours on Friday, January 25, 2019 ('cut-off date'). Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The Postal Ballot Notice is being sent to, Members in electronic form to the e-mail IDs registered with their Depository Participants (incase of electronic shareholding)/the Company or its Registrar and Transfer Agents (R&TA) (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice and Form is being sent by permitted mode along with postage pre-paid self-addressed Business Reply Envelope ('BRE').

3. Resolution passed by the requisite majority by the Members through Postal Ballot shall be deemed to have been duly passed at a General Meeting convened in that behalf.
4. The resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. 11th March, 2019.
5. Voting through Electronic Means:

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for members for voting electronically are as under:

- a) The voting period begins on 9th February, 2019 at 9:00 a.m and ends on 11th March, 2019 at 5:00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 25th January, 2019, may cast their vote electronically.



The voting shall not be allowed beyond the above date and time. The e-voting module shall also be disabled by CDSL for voting thereafter.

- b) The person who is not a member on the cut-off date will treat this notice for information purpose only.
- c) The shareholders should log on to e-voting website 'www.evotingindia.com' during the voting period.
- d) Click on "Shareholders" tab.
- e) Enter User ID, captcha and password as per the instructions given below:

User-ID	<p>a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID</p> <p>b) For CDSL:- 16 Digits Beneficiary ID</p> <p>c) Members holding shares in Physical Form should enter Folio Number registered with the Company</p>	
Captcha	Next enter the Image Verification as displayed and Click on 'LOGIN'	
Password	<p>(i) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.</p> <p>(ii) If you are a first time user follow the steps given below:</p>	
	For Members holding shares in Demat Form and Physical Form	
	PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. The Sequence Number is printed on the Postal Ballot Paper. <p>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Date of Birth (DOB) or Dividend Bank Details	<p>Please enter the DOB (in dd/mm/yyyy format) or Dividend Bank Details in order to login.</p> <p>If the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</p>	

- f) After entering these details appropriately, click on "SUBMIT" tab.
- g) 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 resolution 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. Kindly ensure that you note down your password for future reference.
- h) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- i) Select the EVSN of Punjab Chemicals and Crop Protection Limited (the number is provided in the Form).
- j) 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.

- k) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
 - l) 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.
 - m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - n) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - o) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
 - p) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to 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.
 - 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 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.
 - q) 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 under "HELP" section or write an email to helpdesk.evoting@cdslindia.com.
6. In case, a Member is desirous of obtaining a printed Postal Ballot Form (for Members to whom forms sent electronically) or a duplicate, he or she may write / send email either to the Company or to the Registrar and Share Transfer Agent (RTA) i.e Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi- 110 055 by mentioning their Folio No. or DP ID & Client ID No. or alternatively e-mail such request to jksingla@alankit.com. The RTA/ Company shall forward the same along with postage-pre-paid self-addressed Business Reply Envelope to the Member.
 7. Once the vote on a resolution is casted by the shareholder by e-voting, the shareholder shall not be allowed to change it subsequently.
 8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 25th January, 2019.
 9. The Members can opt for only one mode of voting, i.e., either by physical Postal Ballot or remote electronic voting (e-voting). In case Members cast their votes through both the modes, voting done by Remote e-voting shall prevail and the votes cast through physical Postal Ballot forms will be treated as invalid.
 10. Member requiring any clarification may contact Shri Punit K Abrol, Sr. V.P. (Finance) & Company Secretary at Telephone: 01762- 280086/ E-mail: info@punjabchemicals.com.
 11. A Member cannot exercise his vote by proxy on Postal Ballot.
 12. The dispatch of the Postal Ballot notice shall be announced through advertisement in at least one English newspaper, one Hindi newspaper and at least one Punjabi newspaper, each with wide circulation in Derabassi, Mohali District, Punjab, where the registered office of the Company is Situated, and published on the website of the Company.
 13. All the documents referred to in resolution/ explanatory statement will be available for inspection at the registered & corporate office of the Company on any working day except Saturday and Sunday from



- 9:00 A.M. to 5:00 P.M. upto the date of declaration of result of postal ballot.
14. Members holding shares in physical form are requested to immediately notify change in their address or bank mandates, to Alankit at their above mentioned address, quoting their Folio Number(s).
 15. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, ECS mandates, e-mail addresses, nominations, power of attorney, change of address/ name, etc. to their Depository Participants ('DPs') only and not to the Company or Alankit. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
 16. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic mode are requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
 17. Members holding shares in physical mode can submit their PAN details to Alankit.
 18. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company, in the nomination form (SH-13) and those Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility as provided under Section 72 of the Act.
 19. Non-Resident Indian Members are requested to inform their respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 20. The relevant details of Capt S.S. Chopra (Retd) (DIN:00146490) are appended in Annexure.
 21. Members who have not registered/updated their e-mail addresses with Alankit, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.

EXPLANATORY STATEMENT

UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:

Capt S.S. Chopra (Retd) (DIN:00146490) was appointed as a Non Executive Non Independent Director of the Company, liable to retire by rotation pursuant to the provisions of the Companies Act and other applicable provisions with effect from 18th August, 2004. He is member of CSR Committee of the Company.

Pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect.

Capt S.S. Chopra (Retd) (DIN:00146490), (aged around 79

years) has crossed the age limit prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, Amendment, 2018. Therefore the Company is required to obtain the approval of the Members by way of Special Resolution on or before March 31, 2019, for continuation of his Directorship on the Board of the Company as a Non Executive Non Independent Director.

The Board of Directors of the Company, at its meeting held on 24th January, 2019, have approved the continuation of directorship of Capt S.S. Chopra (Retd) (DIN:00146490), as a Non Executive and Non Independent Director on crossing the age limit prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, Amendment, 2018, subject to the approval of the Members by Special Resolution.

Capt S.S. Chopra (Retd) is qualified in National Defence Academy (NDA), Khadakvasla and has rich experience of organization capabilities and inspires the management and



other executives working in the Company. He has served in Indian Air Force for 15 years and Air India for 26 years. He served as a Commissioned Officer in the I.A.F. from 1961 to 1976 as a pilot and took part in three wars i.e. 1962, 1965 & 1971. He served as an Examiner and instructor and was also a member of the Air Crew Examining Board. He served in Air India as a pilot from 1976 to 2002.

His professional exposure in Air-force and in Air India makes him a versatile person with vast experience suitable to participate in the Board discussions and advise the Board Members and the Company in various managerial and administrative matters. His analytical approach to the matters brought up before the Board and guidance have always been helpful and beneficial to the Board.

In the opinion of the Board of Directors of the Company, Capt S.S. Chopra (Retd) is a person of high repute, integrity with rich and varied experience provides an invaluable input to the Company's strategic direction and decision making. His contributions and guidance during the deliberations at the Board and Committee meetings have been of immense help to the Company. His association and versatile experience will be of immense benefit to the Company.

In view of the above, the Board of directors have recommended to the shareholders to continue the directorship of Capt S.S. Chopra (Retd) (DIN:00146490) as a Non Executive Non Independent Director of the Company on crossing the age limit prescribed subject to their approval by way of a Special Resolution.

The relevant details of Capt S.S. Chopra (Retd) (DIN: 00146490) are appended in Annexure.

The Directors recommend the Special Resolution at Item No. 1 of the accompanying Postal Ballot Notice for approval of the Members of the Company.

Capt S.S. Chopra (Retd) is deemed to be interested in this Resolution. Shri Shalil Shroff, Managing Director of the Company alongwith his relatives are also deemed to be interested, being relatives of Capt S.S. Chopra (Retd) to the extent of their shareholding, if any, in the Company.

No other Director or Key Managerial Personnel or their relative is concerned or interested in this Resolution.

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

Punit K Abrol

Sr. VP (Finance) & Secretary

Place: Derabassi

Date: 25th January, 2019

CIN: L24231PB1975PLC047063

Website: www.punjabchemicals.com

Regd. Office: Milestone 18, Ambala Kalka Road,
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Encl:

1. Postal Ballot Form
2. Self-addressed Business Reply Envelope



Name of the Director	Capt S.S. Chopra (Retd)
DIN	00146490
Date of Birth	April 8, 1940
Age	79 Years (Approx)
Date of first appointment	August 18, 2004
Qualifications	National Defence Academy (NDA), Khadakvasla
Expertise in specific functional areas	He has served in Indian Air Force for 15 years and Air India for 26 years. He served as a Commissioned Officer in the I.A.F. from 1961 to 1976 as a pilot and took part in three wars i.e. 1962, 1965 & 1971. He served as an Examiner and instructor and was also a member of the Air Crew Examining Board. He served in Air India as a pilot from 1976 to 2002.
Directorship in other Public Limited Companies(excluding foreign companies, private companies & Section 8 companies)	NA
Membership of Committees/ Chairmanship in other Public Limited Companies	NA
No. of Board Meeting attended during the financial year	5/5* *Details of Board Meetings held in the current financial year upto the date of signing of Postal Ballot Notice have been considered
No. of shares held	Nil
Relationships between Directors inter-se	Father in Law of Shri Shalil Shroff, who is the Managing Director of the Company.
Terms and conditions of appointment or re-appointment	Continuation of directorship of Capt S.S. Chopra (Retd.) (DIN:00146490) as a Non-Executive Non Independent Director of the Company.
Remuneration last drawn (including Sitting fees, if any)	Rs. 90,000 sitting fees on account of attending 5 Board Meetings and 1 committee meeting. Further he has been paid Commission of Rs. 1,25,000 during the current financial year for the year 2017-18.

