



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 of the Companies Act, 2013 “(Act)” read with the Companies (Management and Administration) Rules, 2014 each 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, September 14, 2022 at 9:00 a.m. (IST)	Thursday, October 13, 2022 at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 & 108 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India (‘MCA Circulars’), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed as Ordinary Resolution by the Members of Punjab Chemicals and Crop Protection Limited (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102 of the Act, read with applicable Rules framed thereunder; setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Thursday, October 13, 2022, failing which it will be considered that no reply has been received from the Member.



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The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.

The postal ballot results will be submitted within 2 working days from the conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.punjabchemicals.com>, on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Thursday October 13, 2022.

SPECIAL BUSINESS:

Item No. 1: To approve payment of professional fees to Ms. Sonal Tiwari, a related party :

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions and rules thereto, Approval of the Company be and is hereby accorded for payment of Professional Fees to Ms. Sonal Tiwari, a related party, which may exceed Rs 2.50 lakhs per month but shall not exceed Rs. 5.00 lakhs per month (exclusive of applicable taxes and out of pocket expenses) for a period of 5 years from the date of approval of members through Postal Ballot on such terms and conditions as detailed in the explanatory statement hereto.

RESOLVED FURTHER THAT the Board (including its Committee thereof) be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board(including its committee thereof) may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and



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intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Executive Officer or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Place: Derabassi
Date: September 9, 2022
CIN: L24231PB1975PLC047063
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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

V Srinivas
Company Secretary cum
Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with 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 Postal Ballot Notice ('Notice').

2. On account of the threat posed by COVID-19 and in terms of the requirements provided vide 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 from the Depositories/Alankit Assignments Limited, the Company's Registrar and Transfer Agent ('RTA') as on Friday, September 9, 2022 ('Cut-Off Date') and whose email addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their email 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 equity share capital of the Company as on the Cut-Off Date i.e. Friday, September 9, 2022.



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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 on the Cut-Off Date should treat this Notice for information purposes only. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

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 email addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and prepaid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

6. Process for those Members whose email ids are not registered

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 RTA email id rtalankit.com.

2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.

7. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to cspdsua@gmail.com with a copy marked to evoting@cDSL.co.in.

8. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to



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change it subsequently or cast the vote again.

9. Postal Ballot (e-voting) commences from **9:00 a.m. (IST) on Wednesday, September 14, 2022** and ends at **5:00 p.m. (IST) on Thursday, October 13, 2022**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.

10. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Thursday, October 13, 2022**. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a general meeting of the Members.

11. The Board of Directors has appointed Mr. P. S. Dua (Membership No. 4552, COP No. 3934) as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

12. The Scrutinizer will submit his report to the Chairman or the Company Secretary or any other person authorised by the Chairman, after scrutiny of the votes cast, on the result of the Postal Ballot on or before Saturday, October 15, 2022. The Scrutinizer's decision on the validity of votes cast will be final.

13. 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 CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

14. This Notice shall also be available on the website of the Company at www.punjabchemicals.com, websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

15. General information and instructions relating to e-voting:

(i) The voting period begins from 9:00 a.m. (IST) on Wednesday, September 14, 2022 and ends at 5:00 p.m. (IST) on Thursday, October 13, 2022. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 9, 2022, may cast their votes 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 9 December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their



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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.

Pursuant to above said SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to log into Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting his/her vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, the option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access the e-voting page by providing Demat Account Number and PAN No. from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & email ID as recorded in the Demat Account. After successful authentication, users will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.</p>



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<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>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.nsd.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 the 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.</p> <p>2) If the user is not registered for IDeAS E-services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of the 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 held with NSDL), Password/ OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to the NSDL website wherein you can see the e-voting page. Click on the company name or e-voting service provider name and you will be redirected to the e-voting service provider website for casting your vote during the remote e-voting period.</p>
<p>Individual shareholders (holding securities in demat mode) who wish to login through their Depository Participants</p>	<p>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-voting option. Once you click on e-voting option, you will be redirected to the NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.</p> <p>Click on the 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website(s).



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

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30.

(b) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form and physical shareholders:

(i) The Members should log on to the e-Voting website www.evotingindia.com.

(ii) Click on “Shareholders” module.

(iii) 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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form



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PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members 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.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</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 (iii).</p>

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

For Members holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.

(x) Click on the EVSN: 220908040 for <Punjab Chemicals and Crop Protection Limited> on which you choose to vote.

(xi) 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.

(xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.



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(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) 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.

(xvii) Additional Facility for Non-Individual Shareholders and Custodians – for Remote e-Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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.
- 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.
- Alternatively Non Individual shareholders are required 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; investorhelp@punjabchemicals.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.



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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.

Contact Details
<p>Company : Punjab Chemicals and Crop Protection Limited Mr. V Srinivas 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>



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Place: Derabassi
Date: September 9, 2022
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By order of the Board
For Punjab Chemicals and Crop
Protection Limited

V Srinivas
Company Secretary cum
Compliance Officer

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO APPROVE PAYMENT OF PROFESSIONAL FEES TO MS. SONAL TIWARI, A RELATED PARTY

The Board of Directors in their meeting held on September 9, 2022 has approved the proposal to seek Company's approval by way of ordinary resolution through Postal Ballot to enter into contract or arrangement with Ms. Sonal Tiwari, daughter of Mr. Shivshankar S Tiwari, Non Executive Non Independent Director of the Company (a related party & being an Appointment to office or place of profit) to render Professional services as Consultants in Human Resource Development (HRD) & welfare services to the Company for a period of 5 years (w.e.f. from the day of approval of members through postal ballot) at a professional fees upto an amount of Rs. 5.00 lakhs per month (excluding applicable taxes like GST etc and out of pocket expenses) approving Notice of Postal Ballot containing particulars of the Special Business, explanatory statement, terms and conditions etc. in this regard.

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Approval of the Company (by way of Ordinary Resolution) is required to approve the Related party transactions exceeding Rs.2.50 lakhs per month.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires approval of the Audit Committee for all the related party transactions.

Therefore to enable and authorise the Board (including its committees thereof) to enter into contract or arrangement to pay professional fees exceeding Rs. 2.50 lakhs per month and not exceeding Rs 5.00 lakhs per month (excluding applicable taxes like GST etc and out of pocket expenses) the approval of the Company is sought by way of Ordinary Resolution.

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



PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN: L24231PB1975PLC047063

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Dist. SAS Nagar, Mohali (Punjab) - 140201, India

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

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

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:	Ms. Sonal Tiwari
b) Name of the Director or Key Managerial Personnel who is related if any:	Mr. Shivshankar S Tiwari, Non-Executive Non Independent Director
c) Nature of relationship:	Mr. Shivshankar S Tiwari is father of Ms. Sonal Tiwari
d) Nature, Duration of the contract and particulars of the contract or arrangement Service Agreement, for availing her professional:	To render Professional services as Consultants in Human Resource Development (HRD) & welfare services to the Company for a period of 5 years w.e.f. from the day of approval of members through postal ballot.
e) Material terms, monetary value and particulars of the contract or arrangement:	The Professional 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.60.00 lakhs (sixty lakhs) per annum or Rs 5.00 lakhs per month. The above amount shall be exclusive of applicable taxes like GST etc and out of pocket expenses which shall be payable at actuals.
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 HRD 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



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i) Any other information relevant or important for the members to take a decision on the proposed resolution:	Nil
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The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution under Item No. 1.

Except Mr. Shivshankar S Tiwari, father of Ms. Sonal Tiwari, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the relevant ordinary resolution set forth at Item No. 1 in the Notice for the approval of the Members.

Place: Derabassi
Date: September 9, 2022
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By order of the Board
For Punjab Chemicals and Crop
Protection Limited

V Srinivas
Company Secretary cum
Compliance Officer