

**PUNJAB CHEMICALS AND CROP PROTECTION LIMITED**

CIN: L24231PB1975PLC047063

Registered Office: Milestone 18, Ambala Kalka Road, Village & PO Bhankharpur, Derabassi

Dist. SAS Nagar, Mohali (Punjab)- 140201

Telephone Nos.: 01762- 280086, 280094, Fax Nos.: 01762-280070

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

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the Members of Punjab Chemicals and Crop Protection Limited will be held on Friday, the 4th August, 2023 at 10:00 a.m. (IST) through Video Conferencing /Other Audio-Visual Means ("VC/OAVM") facility, to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit to pass the following resolutions as **Ordinary resolutions**:

- To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors ("the Board") and Auditors' thereon.**

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company, Reports of the Board of Directors and the Auditors' thereon for the financial year ended on 31st March, 2023 along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

- To declare a dividend on Equity Shares of the Company for the financial year ended 31st March, 2023.**

"RESOLVED THAT a dividend of ₹3/- (Three rupees) per equity share (30%) recommended by the Board of Directors be and is hereby declared on the equity shares of ₹10/- (Ten rupees) each fully paid-up of the Company for the year ended 31st March, 2023 and be paid, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and the other applicable provisions, if any of the Companies Act, 2013."

- To appoint a Director in place of Capt. Surjit Singh Chopra (Retd.) (DIN: 00146490) who retires by rotation and being eligible, offers himself for re-appointment.**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Capt. Surjit Singh Chopra (Retd.) (DIN: 00146490), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the Company be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

- Continuation of directorship of Capt. Surjit Singh Chopra (Retd.) (DIN:00146490) as a Non-Executive Non Independent Director of the Company.**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended, approval of the Company be and is hereby accorded for continuation of directorship of Capt. Surjit Singh Chopra (Retd.) (DIN:00146490), who has already attained the age of 75 years, as a Non-Executive Non Independent Director of the Company, liable to retire by rotation till the expiry of his present term on the existing terms and conditions."

- Ratification of the remuneration payable to the Cost Auditors of the Company for the financial year ending 31st March, 2024.**

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), and upon recommendation of the Audit Committee and as proposed by the Board of Directors, consent of the Members be and is hereby accorded for the payment of remuneration of ₹1,85,000/- (Rupees One Lakh Eighty Five Thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses at actuals to be paid to M/s. Khushwinder Kumar & Co., Cost Accountant, Jalandhar, (Firm Registration No.100123) who has been appointed by the Board as the Cost Auditors of the Company for the financial year 2023-24."

Notes:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item No. 4 & 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ["ICSI"] in respect of the Director seeking re-appointment at this AGM is also annexed.

2. The Ministry of Corporate Affairs ("MCA") has vide its General circular nos. 20/2020 and 10/2022 dated 5th May, 2020 and 28th December, 2022 respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30th September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5th January, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Hence, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and above referred MCA Circulars, SEBI Circulars, the 47th AGM of the Company is being held through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") on Friday, the 4th August, 2023 at 10:00 a.m. (IST). **The deemed venue for the meeting shall be the registered office of the Company at Milestone 18, Ambala Kalka Road, Bhankharpur, Derabassi, Distt. S.A.S. Nagar (Mohali), Punjab -140201.**

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE ATTENDANCE SLIP AND PROXY FORM ARE NOT ANNEXED TO THIS NOTICE. THE ROUTE MAP IS ALSO NOT REQUIRED TO BE ANNEXED TO THE NOTICE.**
4. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members who may join on a first come first serve basis. However, the above restriction shall not be applicable to the members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
5. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Institutional Investors / Corporate Shareholders (i.e. other than Individual / HUF / NRI etc.) can appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-Voting. They are requested to send a certified copy of the Board Resolution

of authorisation to the Scrutinizer by e-mail at cspsdia@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at investorhelp@punjabchemicals.com up to the date of AGM.
9. In line with the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice convening the 47th AGM has been uploaded on the website of the Company at www.punjabchemicals.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ["BSE"] and National Stock Exchange of India Limited ["NSE"] at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of Central Depository Services (India) Limited at www.evotingindia.com.

10. Book Closure and Dividend

- i) The Register of Members and the Share Transfer Books of the Company will be closed **from Friday, the 28th July, 2023 to Friday, the 4th August, 2023 (Both days inclusive)**. The dividend of ₹3/- (Rupees three only) per equity share of ₹10/- each (i.e. 30%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS'), wherever applicable, within the time limit prescribed under Companies Act, 2013 and SEBI Listing Regulations as under:
 - a. To all the Beneficial Owners as at the end of the day on Thursday, the 27th July, 2023 as per the list of beneficial owners to be furnished by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form; and
 - b. To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company/ Registrar and Share Transfer Agent on or before the close of business hours on Thursday, the 27th July, 2023.
- ii) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed



rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents through e-mail by Monday, the 17th July, 2023.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended 31st March, 2023 is being sent separately to the Members whose email addresses are registered with the Company/DPs.

iii) Further, in order to receive the dividend in a timely manner, Members holding shares in physical form and not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to mail the following documents to Company's Registrars and Transfer Agents: Alankit Assignments Limited, so that it reaches to them latest by Friday, the 21st July, 2023:

- a. signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
 - 11 digit IFSC Code.
- b. self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested copy of the PAN Card; and
- d. self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants (DPs).

Further, please note that instructions, if any, already given by Members in respect of shares held in physical

form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- iv) Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.
- v) Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. The Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details of unclaimed dividend and for shares transferred to IEPF, please refer to Company's website viz. www.punjabchemicals.com. The Company has transferred 1,09,179 Ordinary Shares of the face value of ₹10/- per share to the demat account of the IEPF Authority during the financial year 2017-18. The details of such shares transferred to IEPF has been uploaded on the website of the Company at www.punjabchemicals.com. No claim shall lie against the Company in respect of the dividend/ shares so transferred. During the financial year 2022-23, no equity shares or dividend amount was required to be transferred to IEPF.

Members who have not yet encashed their dividend warrant(s) for the financial year 2018-19, 2019-20, 2020-21 and 2021-22 are requested to claim the same without any delay.

11. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI vide its Circular dated 25th January, 2022 mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at www.punjabchemicals.com.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc. to their DPs in case the shares are held in electronic form and to M/s Alankit Assignments Ltd. in case the shares are held in physical form, quoting their folio no.
 13. Members may note that SEBI has vide the Circular No. SEBI/HQ/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 read with circulars dated 3rd November, 2021 and 15th December, 2021 mandated the furnishing of PAN, address with PIN, mobile number, bank account details and nomination / opt out of nomination by holders of physical securities. Also, shareholders are requested to register the email ID with the folio, to be able to correspond and receive relevant communication. Further, shareholders are requested to note that the folios where any one of the cited details are not available on or after 1st October, 2023 shall be frozen by the Registrars and Transfer Agent of the Company (RTA) and services will be impacted following : a. Frozen folios will not be eligible to lodge grievance or avail service request b. After 1st April, 2024, frozen folios will not be eligible to receive dividend in physical mode. After 31st December, 2025, frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at www.punjabchemicals.com and furnish the requisite details.
 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 SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at www.punjabchemicals.com. Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
 15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s Alankit Assignments Ltd. the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 16. (i) Members who wish to inspect the relevant documents referred to in the Notice can send an email to investorhelp@punjabchemicals.com by mentioning their DP ID & Client ID/ Physical Folio Number.

(ii) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, the 26th July, 2023 through email on investorhelp@punjabchemicals.com. The same will be replied by the Company suitably.
 17. To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s Alankit Assignments Ltd. in case the shares are held by them in physical form.
- 18. Remote e-Voting before / during the AGM**
- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Secretarial Standard-2 on General Meeting issued by ICSI and Regulation 44 of Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.
 - II. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Friday, 28th July, 2023** may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. **Friday, 28th July, 2023**, may obtain the User ID and Password by sending a request at investorhelp@punjabchemicals.com.
 - III. The remote e-Voting period commences on **Sunday, 30th July, 2023 at 09:00 A.M. (IST) and ends on Thursday, 3rd August, 2023 at 05:00 P.M. (IST)**. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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, 28th July, 2023**.



- IV. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who could not cast their vote by remote e-Voting. They will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. The e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
- V. Pursuant to SEBI Circular No. SEBI/HO/FD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional members / retail members is at a negligible level. Currently
- there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.
- VI. In view of the aforesaid SEBI Circular dated 9th December, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to the aforesaid SEBI Circular dated 9th December, 2020, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below:

Type of members	Login methods
Individual member holding shares in demat mode with CDSL	1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are EasiEasiest (cdslindia.com) or www.cdslindia.com and click on Login icon and select New System Myeasi.
	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 the 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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.
	3) If the user is not registered for Easi/Easiest, the option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration
	4) Alternatively, the user can directly access the e-voting page by providing Demat Account Number and PAN from a link on www.cdslindia.com home page or BO Center (cdslindia.com). The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account. After successful authentication, users will be provided links for the respective ESP where the e-voting is in progress during or before the AGM.

Individual member holding shares in demat mode with NSDL	1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsdl.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 the e-voting page. Click on 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 or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.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 site wherein you can see the e-voting page. Click on 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 or joining virtual meeting & voting during the meeting.
Individual member (holding shares in demat mode) login through their Depository Participants	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 options. Once you click on the e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk Details
Individual members 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 022-23058542-43.
Individual members 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.

Login method for e-voting and joining virtual meeting for members other than individual members and physical members is as under

- The members should log on to the remote e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Or
- Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from login myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.
- Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first time user follow the steps given below:

**For members holding shares in both demat and physical form other than individual members**

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both, members holding shares in demat mode and members holding shares in physical mode)</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the 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 (DOB) (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.</p>

7. After entering these details appropriately, click on "SUBMIT" tab.
 8. 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 also to be used by the demat holders for voting on resolutions of any other company in 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.
 9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 10. Click on the EVSN for PUNJAB CHEMICALS AND CROP PROTECTION LIMITED i.e 230626003 on which you choose to vote.
 11. 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.
 12. Click on the "RESOLUTION FILE LINK" if you wish to view the Resolution details.
 13. 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.
 14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 15. You can also take a print of the vote cast by clicking on "Click here to print" option on the voting page.
 16. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 17. Members can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.
- 18. Note for Non-Individual members and Custodians**
- Remote e-voting**
- Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians 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 or on scrutinizer mail ID i.e. cpspsdua@gmail.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance Users would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login 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 members are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the scrutinizer and to the Company, email address, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, 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 or

contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A, Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Instructions for members attending the AGM through VC / OAVM and e-voting during AGM are as under:

- I. The procedure for attending the AGM and e-voting on the day of AGM is the same as the instructions mentioned above for remote e-voting.
- II. The link for VC / OAVM to attend AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- III. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- IV. Members are encouraged to join the AGM through Laptops / IPads for better experience.
- V. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
- VII. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN and mobile number at investorhelp@punjabchemicals.com from Friday, 28th July, 2023 (9.00 a.m. IST) to Monday, 31st July, 2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- VIII. The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the date of the AGM mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. These

queries will be replied to by the Company suitably by email.

- IX. Only those members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- X. If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the AGM through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the AGM is available only to the members attending the AGM.

19. Other instructions

- (i) Mr. P.S. Dua, Practicing Company Secretary, (Membership No. 4552, COP No. 3934), have been appointed as the Scrutinizer by the Board to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/ OAVM but have not cast their votes by availing the remote e-Voting facility.
- (iii) The Scrutinizer will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the AGM, within the time stipulated under the applicable laws. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.punjabchemicals.com; CDSL website at www.evotingindia.com and Notice Board at the Registered Office of the Company.
- (iv) Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Friday, the 4th August, 2023.

By order of the Board of Directors

Rishu Chatley

Company Secretary

Date: 4th May, 2023

Registered Office:

Milestone 18, Ambala Kalka Road
Village & P.O Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201
CIN: L24231PB1975PLC047063



EXPLANATORY STATEMENT IN RESPECT OF THE BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 4

Capt. Surjit Singh Chopra (Retd.) (DIN:00146490), (aged around 83 years) 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.

Pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended in 2018, no listed Company should appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect by the members of the Company. The Company has already taken the approval of the members by way of Postal Ballot Notice dated 25th January, 2019 for his existing tenure.

Capt. Surjit Singh Chopra (Retd.) (DIN:00146490) has crossed the age limit prescribed under aforesaid Listing Regulations, therefore, the Company is again seeking approval of the members for his reappointment and continuance of his directorship beyond the age of 75 years as a Director, liable to retire of rotation by way of a special resolution.

Capt. Surjit Singh 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 the 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 in 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. Surjit Singh Chopra (Retd.) is a person of high repute, integrity with rich and varied experience who provides an invaluable input to the Company's strategic direction and decision making. His contribution and guidance during the deliberations at the Board and Committee meetings has been of immense help to the Company and will be beneficial in future also. He is a member of the Corporate Social Responsibility Committee ["CSR Committee"] of the Company.

In view of the above, the Board of Directors at its meeting held on 4th May, 2023 on the recommendation of the Nomination

and Remuneration Committee, have recommended to the shareholders to continue the directorship of Capt. Surjit Singh 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.

Except Capt. Surjit Singh Chopra (Retd.) and Mr. Shalil S Shroff. Managing Director and their relatives, none of the Directors / Key Managerial Personnel (KMP) of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at item no. 4 of the accompanying Notice.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5

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 (Firm Registration No. 100123) 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 2023-24 on a consolidated remuneration of ₹1,85,000/- (Rupees One Lakh Eighty Five Thousand only) plus GST thereon 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. 5 of the Notice for approval / ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

None of the Directors / Key Managerial Personnel (KMP) of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

By order of the Board of Directors

Rishu Chatley

Company Secretary

Date: 4th May, 2023

Registered Office:

Milestone 18, Ambala Kalka Road
Village & P.O Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201
CIN: L24231PB1975PLC047063

ADDITIONAL INFORMATION ON DIRECTOR BEING APPOINTED / RE-APPOINTED AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE

Name of the Director	Capt. Surjit Singh Chopra (Retd.)
DIN	00146490
Date of Birth	8th April, 1940
Age	83 years
Date of first appointment	18th August, 2004
Qualifications	National Defence Academy (NDA), Khadakvasla
Expertise in specific functional areas	He has served in the 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 in 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) as on 31st March,2023	Nil
Membership of Committees/ Chairmanship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies) as on 31st March,2023	Nil
Listed entities from which Director has resigned from Directorships in the Last three (3) years.	Nil
Total no. of Board Meetings held during the year	6
Total no. of Board Meetings attended during the year	6
No. of shares held	Nil
Relationships between Directors inter-se	Father in Law of Mr. Shalil S Shroff, who is the Managing Director of the Company.
Terms and conditions of appointment or re-appointment of Director	Continuation of directorship of Capt. Surjit Singh Chopra (Retd.) (DIN:00146490) as a Non Executive Non Independent Director of the Company.
Remuneration last drawn (including Sitting fees, if any)	The Sitting fee along with commission drawn is disclosed in the report on Corporate Governance forming part of the Annual Report of the financial year 2022-23.