

18<sup>th</sup> September, 2024

The Manager,  
Listing Department,  
National Stock Exchange of India Ltd,  
Exchange Plaza,  
Plot No. – C – 1, G Block,  
Bandra – Kurla Complex,  
Bandra (East),  
Mumbai – 400051

The General Manager,  
Department of Corporate Services,  
BSE Ltd.,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**NSE Scrip Code: PCBL**

**BSE Scrip Code: 506590**

Dear Sir,

**Sub: Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Proceedings of the 63<sup>rd</sup> Annual General Meeting (AGM) held on Wednesday, the 28<sup>th</sup> day of August, 2024**

Further to our letter dated 28<sup>th</sup> August, 2024, we are pleased to enclose herewith a copy of the proceedings of the 63<sup>rd</sup> AGM of the Company held on Wednesday, the 28<sup>th</sup> day of August, 2024 held through Video Conferencing / Other Audio Visual Means (OAVM) facility. The same is also being uploaded on the Company's website at [www.pcblltd.com](http://www.pcblltd.com) .

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,  
For **PCBL Limited**

Kaushik Mukherjee  
Company Secretary and Chief Legal Officer

**Encl:** As above

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**PCBL Limited**

**Registered Office:** 31 Netaji Subhas Road, Kolkata – 700 001, West Bengal, India

**Corporate Office:** RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata – 700 027, West Bengal, India

**P:** +91 33 6625 1443 | **E:** pcbl@rpsg.in | **W:** www.pcblltd.com | **CIN:** L23109WB1960PLC024602

## **PCBL LIMITED**

Minutes of the proceedings of the Sixty-third Annual General Meeting (AGM) of the Members of PCBL Limited held on Wednesday, the 28<sup>th</sup> day of August, 2024 which commenced at 10:30 A.M. (IST) and concluded at 11:10 A.M. (IST) through Video Conferencing (“VC”) facility.

### **PRESENT**

#### **DIRECTORS**

DR. SANJIV GOENKA – CHAIRMAN  
MR. KAUSHIK ROY – MANAGING DIRECTOR  
MR. SHASHWAT GOENKA  
MRS. PREETI GOENKA  
MRS. RUSHA MITRA  
MR. R K AGARWAL  
MR. T C SUSEEL KUMAR  
MR. K JAIRAJ  
DR. S RAVI

#### **COMPANY SECRETARY & CHIEF LEGAL OFFICER**

: MR. KAUSHIK MUKHERJEE

#### **CHIEF FINANCIAL OFFICER**

: MR. RAJ KUMAR GUPTA

An aggregate of 107 Members attended the Meeting out of which 101 Members attended the Meeting through VC/OAVM facility and 6 Members were represented by their authorized representatives at the Meeting through the afore-mentioned VC/OAVM facility.

Representatives of the Statutory Auditors and the Secretarial Auditors were also present in the Meeting.

### **CHAIRMAN**

Dr. Sanjiv Goenka, Chairman of the Board was in the Chair in accordance with Article 66 of the Articles of Association of the Company.

The Chairman informed that the Annual General Meeting was being held through Video Conferencing. The Company had also provided live webcast of the proceedings of the Meeting.

The Chairman further informed that in case of any connectivity problem for him at any point of time, as per decision of the Board of Directors of the Company, Mr. Kaushik Roy, Managing Director or failing him Mr. T.C Suseel Kumar, Non-Executive Independent Director would conduct rest of the proceedings of the Meeting.

### **QUORUM**

Necessary quorum being present, the Chairman declared the Meeting open and welcomed the Members.

### **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, STATUTORY AUDIT REPORT AND SECRETARIAL AUDIT REPORT**

The Register of Directors and Key Managerial Personnel of the Company maintained pursuant to Section 170 of the Companies Act, 2013 and Report of the Statutory Auditors and the Secretarial

Auditors, copies whereof were part of the Integrated Report for the year 2023-24 and other necessary documents, required to be available during the AGM were available for inspection at NSDL website.

### **BRIEFING ABOUT THE RULES**

The Company Secretary greeted the Members and briefed them about some basic rules relating to the AGM. He informed that the Company had provided the Members the facility to cast their votes electronically, on all the 4 Items of business set forth in the Notice through Remote e-voting prior to the AGM and through e-voting system during the AGM using the platform provided by National Securities Depository Limited (“NSDL”). The said facility of Remote e-voting commenced at 9:00 A.M. (IST) on Sunday, 25<sup>th</sup> August, 2024 and concluded at 5:00 P.M. (IST) on Tuesday, 27<sup>th</sup> August, 2024. Further, on 28<sup>th</sup> August, 2024, the day of the 63<sup>rd</sup> AGM, the facility of e-voting was also provided by the Company to its Members present through VC/OAVM facility, who did not cast their votes through Remote e-voting. Mr. Anjan Kumar Roy, Practising Company Secretary, (Membership No. – FCS 5684) has been appointed as the Scrutinizer to scrutinize the Remote e-voting process prior to the AGM and through e-voting system during the AGM in a fair and transparent manner and he had joined the Meeting. Also, Mr. Vishal Sharma and Mr. J.P Yadav had joined the Meeting as representatives of Statutory Auditors, M/s. S R Batliboi & Co, LLP.

It was further informed by the Company Secretary that there would be no voting by show of hands. No result would be declared at the Meeting. He also informed that the Company had received requests from some Members to pre-register themselves as speakers at the Meeting and accordingly, they would be invited to ask questions or express their views when their names are called out by the Chairman after all the 4 AGM Resolutions are taken up. Members were requested to keep their questions/suggestions brief. Company Secretary then requested the Chairman to conduct rest of the proceedings of the Meeting.

### **NOTICE**

The Chairman then took up the formal proceedings of the AGM. The Notice dated 23<sup>rd</sup> May, 2024 convening the 63<sup>rd</sup> Annual General Meeting (AGM) together with Financial Statements and Boards’ Report, were taken as read with the consent of the Members present.

### **CHAIRMAN’S SPEECH**

Chairman then addressed the Members and said that it is his privilege to present the Company’s first Integrated Report for the fiscal year 2023-2024. He also said that this year has been marked by significant global challenges, including conflicts and disruptions, which have had far reaching impacts on various sectors of the Indian economy, including the chemical industry. However, the Company has demonstrated remarkable resilience and adaptability in navigating these turbulent times. He informed that the Company’s growth strategy has been both organic and inorganic. He further stated that the commissioning of the greenfield project in Chennai and the first phase of the brownfield project in Mundra have increased the production capacity to 7,70,000 MT. He further added that the Company remains committed to increasing its allocation to Research and Development, creating innovative and efficient solutions for its customers. He also said that Sustainability is at the core of the Company’s operations and corporate philosophy. He concluded by saying that he extends his heartfelt gratitude to his employees, partners, customers and shareholders for their unwavering support and dedication.

## **AGENDA ITEMS**

The Chairman then took up the Agenda items as mentioned in the Notice and moved the following Resolutions:

### **Resolution No. 1 (As an Ordinary Resolution)**

“Resolved that the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the reports of the Board of Directors and the Auditors thereon, and the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

### **Resolution No. 2 (As an Ordinary Resolution)**

“Resolved that the Interim Dividend @ 550% (i.e. Rs. 5.50/- per share on 37,74,62,604 Equity Shares) paid to the Company’s shareholders for the Financial Year ended 31<sup>st</sup> March, 2024, be and is hereby noted and confirmed.”

### **Resolution No. 3 (As an Ordinary Resolution)**

The Chairman requested Mr. Kaushik Roy, Managing Director of the Company for conducting Item No. 3 of the Notice as the same involved the re-appointment of Mrs. Preeti Goenka.

Mr. Kaushik Roy then moved the following Ordinary Resolution.

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Articles of Association of the Company, Mrs. Preeti Goenka (DIN: 05199069) who retires by rotation at this Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Mr. Kaushik Roy thereafter requested the Chairman, Dr. Sanjiv Goenka to conduct the rest of the proceedings of the Meeting.

The Chairman then moved the following Resolution.

### **Resolution No. 4 (As an Ordinary Resolution)**

“Resolved that pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 5,50,000/- (plus applicable goods and services tax and re-imbursalment of out of pocket expenses) to be paid to M/S. Shome & Banerjee, Cost Accountants, the Cost Auditors of the Company, as approved by the Board of Directors of the Company, for conducting the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025, be and is hereby ratified.

Resolved further that, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

## **MEMBERS' VIEWS/QUERIES**

The Chairman then invited the Members who had pre-registered themselves as speakers in the order in which they had pre-registered. The Members raised their queries mainly relating to the Company's revenue growth plan for FY'25, capacity expansion plans and profit margins for the next 5 years, capital expenditure plans for medium term and long term, partnership with the nanotechnology Company and how will the joint venture benefit us, other capacity expansions that we have embarked upon in addition to Aquapharm and the nanotechnology company during this financial year, capacity utilization, sales and growth volume and revenue generated from our Chennai Plant etc.

Chairman replied to the queries/comments comprehensively.

## **CONCLUDING REMARKS**

The Chairman informed the Members that the Voting Results along with the Scrutinizer's Report will be made available to the Stock Exchanges within 2 working days from the date of the AGM and will be posted on the website of the Company at [www.pcblltd.com](http://www.pcblltd.com) and on the website of NSDL, the authorized agency for providing the e-voting facility.

The Chairman, thereafter, thanked the Members for attending the Annual General Meeting and declared the 63<sup>rd</sup> AGM closed.

## **DECLARATION OF VOTING RESULTS**

On the basis of the Scrutinizer's Report on the 'Remote Electronic Voting' and 'Electronic Voting at the Meeting' submitted to the Chairman, the results in respect of the Resolutions passed in the 63<sup>rd</sup> AGM of the Company, held on 28<sup>th</sup> August, 2024 through Video Conference facility, were as follows:-

**Item No. 1: ORDINARY RESOLUTION** – (Adoption of Financial Statements including Consolidated Audited Financial Statements and Reports of Board of Directors and Auditors of the Company for the year ended 31<sup>st</sup> March, 2024)

<b>Votes in Favour of the Resolution</b>		<b>Votes Against the Resolution</b>		<b>Invalid votes</b>	<b>Remarks</b>
<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	
23,41,22,667	99.9972	6,728	0.0028	Nil	Passed with requisite majority

**Item No. 2: ORDINARY RESOLUTION** – (To take on record the payment of Interim Dividend)

<b>Votes in Favour of the Resolution</b>		<b>Vote Against the Resolution</b>		<b>Invalid votes</b>	<b>Remarks</b>
<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	
23,43,00,428	99.9971	6,754	0.0029	Nil	Passed with requisite majority

**Item No. 3: ORDINARY RESOLUTION** - (Re-appointment of Mrs. Preeti Goenka as a Non-Executive Director of the Company)

<b>Votes in Favour of the Resolution</b>		<b>Vote Against the Resolution</b>		<b>Invalid votes</b>	<b>Remarks</b>
<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	
23,42,07,249	99.9573	99,995	0.0427	Nil	Passed with requisite majority

**Item No. 4: ORDINARY RESOLUTION** - (Ratification of remuneration of M/s. Shome & Banerjee, Cost Auditors of the Company)

<b>Votes in Favour of the Resolution</b>		<b>Vote Against the Resolution</b>		<b>Invalid votes</b>	<b>Remarks</b>
<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	<b>% of total number of valid votes</b>		
23,42,99,559	99.9967	7,630	0.0033	Nil	Passed with requisite majority

The aforesaid voting results were made available within 2 working days from the date of the AGM and was posted on Company's website at [www.pcblltd.com](http://www.pcblltd.com).

**SD/-  
S. GOENKA**

**CHAIRMAN**