

21st November, 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.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

NSE Code – PCBL

BSE Code – 506590

Dear Sir,

Sub:- Submission of the Notice of Postal Ballot of PCBL Chemical Limited (“the Company”) - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the “SEBI Listing Regulations”)

We enclose, in terms of Regulation 30 of the SEBI Listing Regulations, a copy of the Postal Ballot Notice dated 29th October, 2024 along with the Explanatory Statement thereto, seeking approval of the Members of the Company for the re-appointment of Mr. Kaushik Roy as the Managing Director of the Company as set out in the said Notice.

In terms of various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice is being sent through electronic mode to those Members whose names appeared in the Register of Members / List of Beneficial Owners and whose email ids are registered with Depositories / Company as on Friday, 15th November, 2024 (“Cut-Off date”). The Company has engaged National Securities Depository Limited (NSDL) for providing E-voting facility to all its Members.

The E-voting will commence from Friday, 22nd November, 2024 at 09:00 a.m. (IST) and will end on Saturday, 21st December, 2024 at 05:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter.

The Postal Ballot Notice is also being uploaded in the website of the Company at www.pcbltld.com as well as on the website of NSDL at www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and at www.nseindia.com and www.bseindia.com respectively. We request you to take the afore-mentioned information in record and oblige.

Yours faithfully,
For **PCBL CHEMICAL LIMITED**

K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above

PCBL Chemical 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.pcbltld.com | **CIN:** L23109WB1960PLC024602

Note: “PCBL Chemical Limited” was formerly known as “PCBL Limited”

**PCBL CHEMICAL LIMITED
(Formerly known as PCBL Limited)**

CIN: L23109WB1960PLC024602

Regd. Office: 31, Netaji Subhas Road, Kolkata – 700 001

Tele: (033) - 6625-1443, Fax: 033-2230 6844/2243-6681

E-mail – pcbl@rpsg.in, Web – www.pcblttd.com

**POSTAL BALLOT NOTICE
TO THE MEMBERS OF THE COMPANY**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), each as amended from time to time, the Special Resolution set out hereunder for re-appointment of Mr. Kaushik Roy as the Managing Director of the Company is proposed to be passed through Postal Ballot by voting through electronic means (“remote e-voting”). The statement of material facts pursuant to Section 102 of the Act relating to the Special Resolution is annexed hereto for your consideration.

The Board of Directors of the Company at its Meeting held on 29th October, 2024 has appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684), as the Scrutinizer for scrutinizing the Postal Ballot to be conducted in respect of the above business to be transacted through remote e-voting.

In conformity with the regulatory requirements, Members are advised to cast their votes on the Special Resolution only through remote e-voting, for which purpose they are requested to read carefully the instructions annexed to the Notice.

Based on the Scrutinizer’s Report, the Results of remote e-voting will be declared within 2 (two) working days from the date of conclusion of the Postal Ballot. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.pcblttd.com under the section ‘Investor Relations’ and will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company’s shares are listed.

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National Securities Depository Limited ('NSDL'), engaged by the Board of Directors of the Company for facilitating remote e-voting, will also display these Results on its website www.evoting.nsdl.com. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the date of conclusion of the Postal Ballot, being the last day of remote e-voting.

Item of business requiring approval of Equity Shareholders through Postal Ballot by '**remote e-voting**' is given below:

SPECIAL BUSINESS:

AS A SPECIAL RESOLUTION:

Item no. 1:

Re-appointment of Mr. Kaushik Roy as the Managing 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 the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to the provisions of the Articles of Association and such other necessary approval(s), consent(s) or permission(s), as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), the Audit Committee (“AC”) and approval of the Board of Directors of the Company (“Board”), approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Kaushik Roy, (DIN: 06513489) as the Managing Director of the Company, not liable to retire by rotation, on a continuation basis for a further term of 3 (three) years effective from 5th February, 2025 up to 4th February, 2028 (both days inclusive), on the terms and conditions and remuneration as set out in the Agreement, to be executed by the Company with Mr. Kaushik Roy, as placed before the Meeting and the terms of which has also been set out in the Explanatory Statement attached to this Notice with a liberty to the Board which shall also include the NRC to alter and vary, from time to time, the terms and conditions of the said appointment, subject to the overall ceiling on remuneration specified in Section 197 of the Companies Act, 2013 read with Schedule V thereto and other applicable provisions under the Act or any statutory modification(s) or re- enactment thereof, as may be applicable, for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure, Mr. Kaushik Roy will be paid the salary and perquisites as approved herein as

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minimum remuneration in accordance with Section II of Part II of Schedule V of the Act with due compliance of the provisions of the applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary of the Company, severally and jointly, be and are hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolutions or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

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Kolkata – 700 001
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By Order of the Board

Place: Kolkata
Date: 29th October, 2024

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended (‘the Act’) read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on the cut-off date, i.e. Friday, 15th November, 2024 and who have registered their e-mail addresses with the Company or with the Depositories.
3. Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, 15th November, 2024 (cut-off date) will be entitled to cast their votes. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, 15th November, 2024.
4. There will be one vote for every DPID & Client ID / folio number irrespective of the number of joint holders.
5. **Remote E-voting will commence from Friday, 22nd November, 2024 at 9.00 A.M. (IST) and will end on Saturday, 21st December, 2024 at 5.00 P.M. (IST).**

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The last date for E-voting i.e. **Saturday, 21st December, 2024** shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.

6. In compliance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
7. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
8. For the purpose of providing remote e-voting facility, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting and enabling the Members to cast their votes electronically.
9. Members whose email addresses are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical form can send scanned copy of a signed request letter mentioning the folio number, name, complete address, email address to be registered along with scanned self attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address – kolkata@linkintime.co.in .
 - b. Members holding share(s) in electronic mode may update the email address, bank account details and mobile number through their respective Depository Participant(s) (DP).
10. The Board of Directors has appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (FCS 5684) as the “Scrutinizer” to conduct the E-voting process in a fair and transparent manner.
11. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.pcblltd.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and at www.nseindia.com and www.bseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
12. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection at www.pcblltd.com under ‘Investor Relations’ Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
13. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
14. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Kaushik Mukherjee, Company Secretary at Email: pcbll.investor@rpsg.in or for any

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query / grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com .

15. It is clarified that if a Shareholder fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.

16. The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities 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.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.




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	<p>2. If you are not registered for IDEAS e-Services, 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</p> <p>3. Visit the e-Voting website of NSDL. Open 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 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Members/Member can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p>

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	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) 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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 abovementioned website.

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800 21 09911

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B) Login Method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132165 then user ID is 132165001***

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1. Password details for members other than Individual members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

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2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akroyco@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsd.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

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Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members holding securities in demat mode**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, and submit to the Chairman / Director(s) of the Company.
2. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.pcblltd.com and on the website of NSDL at www.evoting.nsdl.com.

PCBL Chemical Limited

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I. STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('Act')

Item No. 1:

Mr. Kaushik Roy was appointed as the Managing Director of the Company w.e.f. 5th February, 2013 for a term of three (3) years. He has since been re-appointed for three (3) consecutive terms of three (3) years each, expiring on 4th February, 2025. The Board of Directors of the Company at its Meeting held on 29th October, 2024 on the basis of recommendation of the Nomination and Remuneration Committee of the Board as well as the Audit Committee of the Board, re-appointed Mr. Kaushik Roy, (DIN: 06513489), as the Managing Director of the Company on a continuous basis for a further term of 3 (three) years effective from 5th February, 2025, subject to the approval of the Members and such other approvals as may be necessary.

Mr. Kaushik Roy (59 years) is a distinguished business leader serving as the Managing Director of PCBL Limited, Director of Aquapharm Chemicals Private Limited and Sector Head of Harrisons Malayalam Limited. Additionally, he is also a Member of the Group Management Board of RP-Sanjiv Goenka Group.

Pursuant to the recommendation of the Nomination and Remuneration Committee, and after evaluation of the performance of Mr. Roy, the Board believes that Mr. Roy has vast knowledge of various aspects relating to the Company's affairs and deep understanding of the business. In addition to his exceptional leadership skills and industry expertise, Mr. Roy has consistently demonstrated a strong commitment to Company's values, vision and mission. The Board also believes that the re-appointment of Mr. Roy as the Managing Director is in the best interest of the Company.

Mr. Roy is widely recognised for transforming PCBL, driving its diversification, and setting new benchmarks for success. Under his leadership, PCBL has become a dynamic, innovative, and customer-centric organisation, committed to sustainable growth. Guided by the vision, the Company continues to evolve, expand, and explore new possibilities in the chemicals sector.

Mr. Roy has a vast multi-functional business experience, spanning over three decades, across different sectors such as tyres, cement, and chemicals. He is a Mechanical Engineer with a Post Graduate Degree from IIT Kharagpur and studied Business Administration from the University of Tokyo. He is also an Alumni of IMD, Switzerland. He is a member of the Managing Committee of The Confederation of Indian Industry (CII) and The Bengal Chamber of Commerce and Industry (BCC&I).

Mr. Roy has been conferred with Business Leader of the Year (FY'20) Award by The Economic Times and recognised with the Management Excellence Award - Corporate Leadership by Calcutta Management Association (CMA) in 2021.

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Presently, Mr. Roy is on the Board of the following listed companies, namely, Harrisons Malayalam Ltd. and STEL Holdings Limited, and unlisted Companies, namely, Spencer International Hotels Limited, Aquapharm Chemicals Private Limited and Nanovace Technologies Limited. He is a Member of the Stakeholders Relationship Committee and the Chairman of the Sustainability and Risk Management Committee and CSR Committee of the Board of Directors of the Company. Mr. Kaushik Roy does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Kaushik Roy attended 11 (eleven) Board Meetings during the previous financial year 2023 – 2024.

Mr. Kaushik Roy received a total remuneration of Rs. 15.95 crores during the financial year 2023-2024. During his tenure, Mr. Kaushik Roy shall be entitled to receive the following remuneration subject to revision from time to time (annually and/or otherwise), by the Board/Nomination and Remuneration Committee at its discretion, subject to the amended remuneration being within the overall limits of the Act read with Schedule V:

1. **Basic Salary:** Rs. 38,28,180/- per month
2. **Customised Allowance Pool:** Rs. 56,04,666/- per month
3. **Perquisites:**

In addition to the above remuneration, Mr. Kaushik Roy shall be entitled to the following perquisites:-

- (i) Personal accident insurance, encashment of leave at the end of the tenure of service, club fees, medical insurance and privilege leave on full pay and allowance etc. in accordance with the Rules of the Company and as may be determined by the Nomination and Remuneration Committee / Board of Directors of the Company from time to time.
- (ii) Subject to any statutory ceiling, Mr. Kaushik Roy may be given any other allowance, performance bonus/incentive, perquisites, benefits and facilities as the Nomination and Remuneration Committee/ Board of Directors of the Company may from time to time decide.
- (iii) Valuation of perquisites shall be done as per the Income Tax Rules, wherever applicable. In absence of any such rule, the perquisites shall be evaluated at actual cost.
- (iv) Company's contribution to the Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of Income Tax Act.
- (v) Gratuity: One half of a month's salary for each completed year of service in accordance with the Rules of the Company.

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4. General Exemption: Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity payable and Leave encashment at the end of the tenure shall not be included in the computation of the ceiling on Remuneration under Schedule V of the Companies Act, 2013.

Provisions of cars with driver wages for use on Company's business and telephone will not be considered as perquisites. Personal long-distance calls and use of cars for private purpose shall however be billed by the Company.

5. Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, Mr. Kaushik Roy will be entitled to draw the subsisting remuneration as Minimum Remuneration subject to the provisions of section 197 of the Act read with Schedule V of the Act, as amended from time to time.

Payment of the above remuneration to Mr. Kaushik Roy has been recommended by the Nomination and Remuneration Committee of the Board duly held on 29th October, 2024 and will be in accordance with provisions of Sections 196 and 197 of the Act read with Schedule V to the Act, as amended, as applicable.

The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board of Directors/Nomination and Remuneration Committee as it may, in its discretion, deem fit within the maximum amount payable to Mr. Kaushik Roy in accordance with the provisions of the Act or any amendment made therein or with approvals as may be deemed necessary in this regard.

Mr. Kaushik Roy nor any of his relatives does not have any interest in the capital of the Company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures, and does not have direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last 2 (two) years before or on or after the date of re-appointment and possesses post graduate level qualification with expertise and specialized knowledge in the field of his profession.

The Company has received all statutory disclosures / declarations from Mr. Kaushik Roy, including his consent in writing to act as director and intimation that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The draft Agreement to be executed by the Company with Mr. Kaushik Roy is available for inspection by Members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 5.00 P.M. till Saturday, 21st December, 2024 (i.e., the last date for e-voting).

Approval of the Members is being sought for re-appointment of Mr. Kaushik Roy as the Managing Director of the Company as per Item No. 1 of the Notice.

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The Board accordingly recommends that the Resolution set out in Item No. 1 of the Notice be passed in the interest of the Company.

Except Mr. Kaushik Roy, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations, 2015 and the SS-2 on the General Meetings.

The Board recommends this Special Resolution as mentioned in Item No. 1 in relation to the re-appointment of Mr. Kaushik Roy as the Managing Director for the approval by the Members of the Company.

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31, Netaji Subhas Road
Kolkata – 700 001

By Order of the Board

CIN: L23109WB1960PLC024602

Place: Kolkata
Date: 29th October, 2024

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

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STATEMENT OF PARTICULARS
(PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013)

MR. KAUSHIK ROY, MANAGING DIRECTOR

I. General Information

SL No.	Particulars	Information
1.	Nature of Industry	To carry on business of manufacturers of carbon black and chemicals
2.	Date or expected date of commencement of commercial production	31 March 1960
3.	In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators *	In the Financial Year 2023-24, the Company made a turnover of INR 6456.80 crores (including other income) and Profit of INR 491.11 crores after tax. For the half year ended 30 th September, 2024, the Company made a turnover of INR 4323.29 crores (including other income) and Profit of INR 241.37 crores after tax.
5.	Foreign investments or collaborations, if any	Not applicable.

* The figures mentioned herein above are on a consolidated basis.

II. INFORMATION ABOUT THE APPOINTEE

SL No.	Particulars	Information
1.	Background Details	Mr. Kaushik Roy (59 years) is a distinguished business leader serving as the Managing Director of PCBL Limited, Director of Aquapharm Chemicals and Sector Head of Harrisons Malayalam Limited. Additionally, he is also a

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SL No.	Particulars	Information
		<p>Member of the Group Management Board of RP-Sanjiv Goenka Group.</p> <p>Mr. Roy has vast multi-functional business experience, spanning over three decades, across different sectors such as tyres, cement, and chemicals sectors. He is a Mechanical Engineer with a Post Graduate Degree from IIT Kharagpur and studied Business Administration from the University of Tokyo. He is also an Alumni of IMD, Switzerland. He is a member of the Managing Committee of The Confederation of Indian Industry (CII) and The Bengal Chamber of Commerce and Industry (BCC&I).</p> <p>Presently, Mr. Roy is on the Board of the following listed companies, namely, Harrisons Malayalam Ltd. and STEL Holdings Limited, and unlisted Companies, namely, Spencer International Hotels Limited, Aquapharm Chemicals Private Limited and Nanovace Technologies Limited. He is a Member of the Stakeholders Relationship Committee and the Chairman of the Sustainability and Risk Management Committee and CSR Committee of the Board of Directors of the Company. Mr. Kaushik Roy attended 11 (eleven) Board Meetings during the previous financial year 2023 – 2024.</p>
2.	Past Remuneration	Mr. Kaushik Roy received a total remuneration of Rs. 15.95 crores during the financial year 2023-2024.
3.	Recognition or awards	Mr. Roy has been conferred with Business Leader of the Year (FY'20) Award by The Economic Times and recognised with the Management Excellence Award - Corporate Leadership by Calcutta Management Association (CMA) in 2021.
4.	Job profile and his suitability	Mr. Roy is widely recognised for transforming PCBL, driving its diversification, and setting new benchmarks for success. Under his leadership, PCBL has become a dynamic, innovative, and customer-centric organisation, committed to sustainable growth. Guided by the vision, the Company continues to evolve, expand, and explore new possibilities in the chemicals sector.

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SL No.	Particulars	Information
5.	Remuneration proposed	Salary, other perquisites and other terms as fully set out in the explanatory statement of Item No. 1 of the Notice. The remuneration proposed is within the permissible remuneration as per Schedule V of the Companies Act, 2013.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed is within the permissible remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability.
7.	Pecuniary relationship directly or indirectly with the company personnel, if any	Mr. Kaushik Roy nor any of his relatives does not have any interest in the capital of the Company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures, and does not have direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last 2 (two) years before or on or after the date of re-appointment.

III. OTHER INFORMATION

SL No.	Particulars	Information
1.	Reason of loss or inadequate profits	Not applicable, as the Company has posted a net profit after tax of Rs. 491.11 crores (on consolidated basis)
2.	Steps taken or proposed to be taken for improvement	Not applicable, as the Company has adequate profits.
3.	Expected increase in productivity and profits in measurable terms	Not applicable, as the Company has adequate profits.

IV. DISCLOSURES

The information and disclosures of the remuneration package of all Directors for FY 2023-24 have been mentioned in the Corporate Governance Report forming part of the Annual Report as per the requirements of Section II of Part II of Schedule V of the Act.

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Considering that the re-appointment of Mr. Kaushik Roy as a Managing Director is effective from 5th February, 2025, the information and disclosures of the revised remuneration package of Mr. Roy will be provided in the Corporate Governance Report forming part of the Annual Report(s) from FY 2025-26 onwards, as applicable. Mr. Roy has not received any remuneration or commission from any of the subsidiaries of the Company.

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Place: Kolkata
Date: 29th October, 2024

By Order of the Board

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

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