

27<sup>th</sup> January, 2022

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

Scrip Code:- **PCBL**

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

Scrip Code:- **506590**

Dear Sir,

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

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith the electronic copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the Shareholders of PCBL Limited (**‘the Company’**), which is being sent only through electronic mode to the shareholders of the Company, on the following Special Resolutions as set out in the said Postal Ballot Notice, through remote e-Voting:-

- 1.) Alteration of Memorandum of Association and Articles of Association
- 2.) Appointment of Mr. K Jairaj as a Non-Executive Independent Director of the Company

The remote e-Voting period will start from Friday, 28<sup>th</sup> January, 2022 at 9:00 A.M. (IST) and will end on Saturday, 26<sup>th</sup> February, 2022 at 5:00 P.M (IST) (both days inclusive). The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only to those Shareholders whose names appeared in the Register of Members / List of Beneficial Owners as maintained by the Company / Depositories / Registrar and Share Transfer Agent (**‘RTA’**) respectively, at the close of business hours on Friday, 21<sup>st</sup> January, 2022 (**‘Cut-off date’**) and whose e-mail addresses are registered with the Company / RTA / Depositories. In this regard, the Company has provided the facility to exercise the voting rights on the businesses provided in the Postal Ballot Notice by electronic means by using electronic facility

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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.pcbltd.com | **CIN:** L23109WB1960PLCO24602

Note: "PCBL Limited" was formerly known as "Phillips Carbon Black Limited"

(‘remote e-Voting’) provided by NSDL. The said Postal Ballot Notice is also being uploaded in the website of the Company at [www.pcblltd.com](http://www.pcblltd.com) .

We request you to take the afore-mentioned information in record and oblige.

Yours faithfully,  
For **PCBL LIMITED**

  
K. Mukherjee  
Company Secretary and Chief Legal Officer

**Enclo:** As above

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**PCBL Limited**

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

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**P:** +91 33 6625 1443 | **E:** [pcblltd@rpsg.in](mailto:pcblltd@rpsg.in) | **W:** [www.pcblltd.com](http://www.pcblltd.com) | **CIN:** L23109WB1960PLCO24602

Note: "PCBL Limited" was formerly known as "Phillips Carbon Black Limited"

## **PCBL LIMITED**

(Formerly known as Phillips Carbon Black 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](mailto:pcbl@rpsg.in) , Web: [www.pcbltld.com](http://www.pcbltld.com)

### **POSTAL BALLOT NOTICE TO THE SHAREHOLDERS OF THE COMPANY**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

**Notice** is hereby given to the Shareholders of **PCBL LIMITED** (Formerly known as **Phillips Carbon Black Limited**) ( the '**Company**'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the '**Act**') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time ('**Management Rules**') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ('**MCA**') (hereinafter collectively referred to as '**MCA Circulars**') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('**SEBI Listing Regulations**') and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('**remote e-voting**').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('**RTA**') as on the cut-off date of Friday, 21<sup>st</sup> January 2022. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the shareholders would only take place through remote e-voting.

The statement pertaining to the Resolutions setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ("**NSDL**") to provide a remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section '**General information and instructions relating to e-voting**' in this notice ('**Postal Ballot Notice**') to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than

Saturday, 26<sup>th</sup> February, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned shareholder.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman / Managing Director of the Company. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman / Managing Director within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at 31, N.S. Road, Kolkata – 700001. The results along with the Scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as '**Stock Exchanges**') where the Equity Shares of the Company are listed and will be displayed on the Company's website at [www.pcblltd.com](http://www.pcblltd.com) as well as on the website of NSDL. The date of the declaration of the result of the postal ballot through remote e-Voting shall be deemed to be the date of passing of the said Resolutions.

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

#### **SPECIAL BUSINESSES:**

##### **Item no. 1:**

#### **AS A SPECIAL RESOLUTION:**

##### **Alteration of Memorandum of Association and Articles of Association**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and subject to approvals, permissions, and sanctions of appropriate authority(ies), if any, approval of the members of the Company be and is hereby accorded for alteration of the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company by the adoption of the amended and restated MOA and AOA, in substitution and supersession of the existing MOA and AOA.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company, severally and jointly, be and are hereby authorised to do all acts, deeds, matters, and things as they may in their absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

**Item no. 2:**

**AS A SPECIAL RESOLUTION:**

**Appointment of Mr. K Jairaj as a Non-Executive Independent Director of the Company**

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 thereto, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to the provisions of Article 93(1) of the Articles of Association of the Company, and such other necessary approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. K Jairaj (DIN: 01875126) be and is hereby appointed as a Non-Executive Independent Director of the Company, for the first term for a period of 5 (five) consecutive years with effect from Tuesday, 8<sup>th</sup> March, 2022 up to and inclusive 7<sup>th</sup> March, 2027.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. K Jairaj (DIN: 01875126) be paid such remuneration by way of fees for attending the meetings of the board or committees thereof and /or commission on net profits as the Board/Nomination & Remuneration Committee, may approve from time to time and subject to such limits as may be prescribed from time to time under applicable law.

**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.”

Registered Office  
31, Netaji Subhas Road  
Kolkata – 700 001  
CIN: L23109WB1960PLC024602

Place: Kolkata  
Date: 20<sup>th</sup> January, 2022

By Order of the Board

Kaushik Mukherjee  
Company Secretary  
(Membership No: F5000)

**Notes:**

- 1. The Explanatory 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. As per the MCA Circulars and in view of the prevailing COVID-19 pandemic situation, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
3. For 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 Shareholders to cast their votes electronically.
4. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at [www.pcblltd.com](http://www.pcblltd.com), websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at [www.pcblltd.com](http://www.pcblltd.com) under Investor Relations Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results except for certain documents which may be inspected at the Registered Office of the Company during business hours. Shareholders can inspect the same by writing an e-mail to the Company at [pcbl.investor@rpsg.in](mailto:pcbl.investor@rpsg.in).
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language i.e. Bengali) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at [www.pcblltd.com](http://www.pcblltd.com). The said public notice shall also mention the process for registration of email-ids by those Shareholders who have not yet registered their email-ids with the Company.
7. The voting through electronic means will commence on Friday, 28<sup>th</sup> January, 2022 at 9:00 A.M. (IST) and will end on Saturday, 26<sup>th</sup> February, 2022 at 5:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
8. Resolutions passed by the Shareholders through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Shareholders to register their e-mail address. Shareholders who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in), if the shares are held in physical form.
10. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members / Beneficial Owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., Friday, 21<sup>st</sup> January, 2022 and whose e-mail IDs are registered with the Company / Depositories. For Shareholders who have not registered their e-mail IDs, please follow the instructions given under Note No. 14. Further, the Shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, i.e. Friday, 21<sup>st</sup> January, 2022 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
11. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.

12. 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: [pcbl.investor@rpsg.in](mailto:pcbl.investor@rpsg.in) or for any query / grievance with respect to E-voting, Shareholders may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: 1800 1020 990 and 1800 224 430 or send a request to NSDL at email id : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

**Electronic Dispatch of Postal Ballot Notice and Process for Registration of Email ID for obtaining copy of Postal Ballot Notice:**

13. In compliance with the aforesaid MCA circulars, notice of this Postal Ballot is being sent only through electronic mode to Shareholders whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') or with the Depository Participant(s). The aforesaid Notice has been uploaded on the website of the Company i.e. [www.pcbltd.com](http://www.pcbltd.com), the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of NSDL (agency providing the remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. Shareholders holding shares in physical form, are requested to send a scanned copy of the signed request letter mentioning the Folio Number, Name of shareholder, complete address, mobile number, email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Shareholder, by email to the Registrar and Share Transfer Agent (RTA)'s email address at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in) . Shareholders holding shares in demat form are requested to update their email address through their respective Depository Participant(s). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to registered e-mail address, upon request received from the Shareholders.
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. Shareholders holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Shareholders after making requisite changes thereon.
17. Shareholders may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id [pcbl.investor@rpsg.in](mailto:pcbl.investor@rpsg.in) from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card. Such queries shall be appropriately replied by the Company.

## **18. General Guidelines for Shareholders for Voting:**

- a. Institutional shareholders (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](mailto:akroyco@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - b. 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.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  - c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at email id : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - d. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date Friday, January, 21, 2022. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolutions included in the Postal Ballot Notice.
19. The Company has appointed Mr. Anjan Kumar Roy, Practicing Company Secretary (Membership No. FCS 5684) or any of its authorized nominee as the Scrutinizer, for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner and required consent for such appointment has been received.
20. The Scrutinizer shall after the conclusion of the e-voting on Saturday , 26<sup>th</sup> February, 2022, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer’s report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman/Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on Saturday, 26<sup>th</sup> February, 2022, being the last day of remote e-voting.
21. Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting. The results along with the Scrutinizers’ report would be intimated to the Stock Exchanges where securities of the Company are listed, and will be displayed on the Company’s website at [www.pcblltd.com](http://www.pcblltd.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the Registered Office of the Company.

## **Instructions for Shareholders for Remote E-Voting are as Under:**

22. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the SEBI Listing Regulations, as amended, the Shareholders are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Shareholders



23. Pursuant to SEBI Listing Regulations, and such other provisions as may be applicable, the Company has fixed Friday, 21<sup>st</sup> January 2022 as the cut-off date for determining the Shareholders who shall be entitled to vote through remote e-voting on the Postal Ballot resolutions. The remote e-voting period commences on Friday, 28<sup>th</sup> January 2022 at 9:00 am (IST) and ends on Saturday, 26<sup>th</sup> February 2022 at 5:00 pm (IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Friday, 21<sup>st</sup> January, 2022 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Shareholder, the Shareholder shall not be allowed to change it subsequently. A person who is not a Shareholder as on the cut-off date should treat this notice for information purpose only.

24. **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 shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> </ol>

Type of shareholders	Login Method
	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in</li> </ol>

Type of shareholders	Login Method
	<a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities 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. 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 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 119114 then user ID is 119114001***

5. Password details for shareholders other than Individual shareholders 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 shareholders whose email ids are not registered**
6. 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. 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.
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.

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

### **Item No. 1:**

The existing Memorandum of Association (MOA) and Articles of Association of the Company (AOA) are based on the provisions of the erstwhile Companies Act, 1956. Members are aware that the regulatory provisions had since undergone comprehensive changes consequent to adoption of the new Companies Act, 2013 (the 'Act'). Further, the Act has also been amended several times post its notification.

Some of the Clauses and Articles were amended / inserted from time to time to cater to specific requirements. It is, however, now considered prudent to amend the entire MOA and AOA to make them consistent and aligned with the provisions of the Act and the Rules framed thereunder, and the Secretarial Standards on Board Meetings and General Meetings, besides deletion of certain redundant Clauses and Articles etc.

Accordingly, the Board of Directors of the Company (the '**Board**') has recommended the proposed new restated MOA and AOA of the Company for adoption in substitution and supersession of the existing MOA and AOA. Consent of the Members by way of a Special Resolution is required for such adoption of new MOA and AOA in terms of the provisions of Section 13 and 14 of the Act.

The draft of the proposed MOA and AOA will be available for inspection by the Members from the date of circulation of this Notice. Members seeking to inspect such MOA and AOA can visit the Company's corporate website - [www.pcbltd.com](http://www.pcbltd.com).

The Board recommends the Special Resolution for approval of the Members of the Company. None of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in this Special Resolution.

### **Item No. 2:**

Upon recommendation of the Nomination and Remuneration Committee, (the '**Committee**'), the Board of Directors of the Company (the '**Board**') at its Meeting held on 20th January, 2022 have recommended for the approval of the Shareholders of the Company by means of Postal Ballot, the appointment of Mr. K Jairaj (DIN: 01875126) as a Non-Executive Independent Director of the Company for an initial term of five consecutive years with effect from 8<sup>th</sup> March, 2022 up to 7<sup>th</sup> March, 2027, as set out in the Resolution relating to his appointment.

Mr. K Jairaj aged 69 years, pursuant to Section 152 of the Companies Act, 2013 (the 'Act'), has given his consent to act as a Non-Executive Independent Director of the Company. Declaration has also been received from Mr. K Jairaj that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations').

A member of the 1976 batch of the Indian Administrative Service (IAS), Mr. K. Jairaj retired as Additional Chief Secretary, Government of Karnataka.

Mr. Jairaj has held key appointments in the Infrastructure, Energy, Transport and Urban Development sectors including Principal Secretary and ACS , Energy Department and Chairman, BESCO; Managing Director, Bangalore International Airport Ltd.; Managing Director, Karnataka Power Corporation Ltd.; Managing Director, Karnataka State

Road Transport Corporation; Commissioner, Bangalore City Corporation (BBMP) for two terms; Commissioner for Commercial Taxes and Principal Secretary to the Chief Minister of Karnataka.

With Shri N.R. Narayanamurthy as Chairman, Mr. K. Jairaj helped establish the Bangalore International Airport Limited (BIAL), India's first Greenfield Airport, on Public Private Partnership (PPP) basis. Mr. Jairaj has served with the World Bank, Washington DC., USA, as Senior Public Sector Management Specialist.

Mr. Jairaj's academic background is in Economics, Public Policy Management and Law. He has a B.A. Hons degree in Economics, Bangalore University; M.A. Economics, Delhi School of Economics; M.P.A, Woodrow Wilson School of Public and International Affairs, Princeton University, USA & M.P.A, Kennedy School of Government, Harvard University, USA. He has a LLB Degree from Bangalore University.

Mr. K. Jairaj has served as President, All India Management Association (AIMA), Delhi; Member, Board of Governors, Indian Institute of Management, Bangalore and Kashipur; Chairman, Advisory Board, TAPMI School of Business, Jaipur; Senior Fellow, Centre for Public Policy, Indian Institute of Management, Bangalore; Chair, MBA Advisory Committee, S I T , Tumkur and Boa, KMKIRD Member, SDM Institute of Management, Mysore.

He is on the Board of Companies namely, Adani Transmission Limited, RPSG Ventures Limited, Maharashtra Eastern Grid Power Transmission Company Limited, Adani Transmission (India) Limited, Sembcorp Energy India Limited, Mumbai International Airport Limited, Navi Mumbai International Airport Private Limited, Adani Electricity Mumbai Limited and Neo Foods Private Limited.

He is Chairman of the Audit Committee and the Stakeholders' Relationship Committee of Adani Transmission Limited. He is a Member of the Audit Committee of RPSG Ventures Limited, Mumbai International Airport Limited and Navi Mumbai International Airport Private Limited. He is also the Chairman of the Stakeholders Relationship Committee and a Member of the Audit Committee of Sembcorp Energy India Limited and the Chairman of the Audit Committee of Adani Electricity Mumbai Ltd.

He was the Advisor, Ernst & Young and the Manipal Group. He has Mentored Startups in Digital Marketing, Hospitality, Retailing and Precision Engineering.

Mr. K. Jairaj has a leadership role in Technical and Management Education and was Trustee, BMS Educational Trust and Chairman, Board of Governors, BMS Institute of Technology; BMS School of Architecture and BMS College of Law. He is on the Board of D.S.U and Advisor, DSI.

He is associated with Not-for-Profit Organizations in Bangalore: President, Association for the Mentally Challenged (AMC); Working President, Sri Krishna Sevashrama Hospital; Chairman, Board of Trustees, Bangalore Gayana Samaja; President, Century Club, founded by Sir M.V.

Mr. K. Jairaj does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. K. Jairaj is not related to any other director of the Company. In the opinion of the Board, Mr. K. Jairaj is a person of integrity and possesses relevant qualifications, experience and expertise and fulfills the conditions specified in the Act and the rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to avail services of Mr. K Jairaj as an Independent Director. Accordingly, the Board recommends the Special Resolution in relation to appointment of Mr. K Jairaj as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. K Jairaj being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and the SS-2 on the General Meetings.

The Board recommends this Special Resolution for your approval.

Registered Office  
31, Netaji Subhas Road  
Kolkata – 700 001  
CIN: L23109WB1960PLC024602

Place: Kolkata  
Date: 20<sup>th</sup> January, 2022

By Order of the Board

Kaushik Mukherjee  
Company Secretary  
(Membership No: F5000)