



# PUNJAB CHEMICALS

AND CROP PROTECTION LTD.

CIN NO. L24231PB1975PLC047063

Regd. Office & Works

Milestone-18, Ambala-Kalka Road, Village & P.O. Bhankharpur, Derabassi, Distt SAS Nagar, Mohali (Punjab)-140201, INDIA

Tele: 01762-280086, 522250, Fax: 01762-280070, E-mail: info@punjabchemicals.com, Website: www.punjabchemicals.com

Date: 30 December, 2020

By E-filing

The Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Wing,  
P.J Towers, Dalal Street Fort  
MUMBAI-400 001  
Scrip Code: 506618  
Tel No.: 022-22728073

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex, Bandra  
(East)  
MUMBAI-400 051  
Scrip Symbol: PUNJABCHEM  
Tel No.: 022-26598235/26598458

**Outcome of Postal Ballot (E-voting) Result as per Regulation 44 (3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sirs

This is in furtherance to our letter dated November 9, 2020 and November 27, 2020 regarding submission of the Notice of Postal Ballot dated November 20, 2020.

We submit that the Special Resolutions as embodied in the Postal Ballot Notice dated November 20, 2020 has been passed by the members with requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Monday, December 28, 2020.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).
2. The Scrutinizer's Report dated December 29, 2020, for remote e-voting, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as given by Shri P.S. Dua, Practicing Company Secretary (Membership No. 4552, COP: 3934), appointed as the Scrutinizer by the Board of Directors for the aforesaid Postal Ballot.

The result along with the Scrutinizer's Report(s) will also be available at the website of the Company.

We request you to kindly take the same on your record.

Thanking you,

Yours faithfully

For PUNJAB CHEMICALS AND  
CROP PROTECTION LIMITED

(CS PUNIT K ABROL)

SR. V.P. (FINANCE) & SECRETARY

# PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN: L24231CH1975PLC047063

Regd. Office: Milestone 18, Ambala Kalka Road, Bhankharpur, Derabassi  
Dist. S.A.S Nagar, Mohali-140201

## VOTING RESULT OF THE POSTAL BALLOT THROUGH E-VOTING

29TH DECEMBER, 2020

✓  
Date of declaration of result of Postal Ballot

14506

Number of Shareholders on record date  
(as on the cut-off date for determining shareholders entitled to vote 20-11-2020)

NA

Number of Shareholders Present in the meeting either in person or through proxy

Promoters and Promoter Group

Public

Number of Shareholders attended the meeting through Video Conferencing

NA

Promoters and Promoter Group

Public



## "Agendawise Disclosure"

### Resolution 1:

Re-appointment of Shri Avtar Singh (DIN: 00063569) as the Whole Time Director of the Company and to fix his remuneration.

Special

Resolution required: (Ordinary/Special)

Whether promoter / promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of voting | No. of shares held | No. of valid votes polled | % of Votes polled on outstanding shares | No. of votes in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
|                             |                | (1)                | (2)                       | (3)=[(2)/(1)]*100                       | (4)                    | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group | E-Voting       | 4808890            | 4596078                   | 95.57%                                  | 4596078                | 0                      | 100.00%                              | 0.00%                              |
|                             | Venue Voting   |                    | NA                        | NA                                      | NA                     | NA                     | NA                                   | NA                                 |
|                             | Postal Ballot  |                    | NA                        | NA                                      | NA                     | NA                     | NA                                   | NA                                 |
|                             | <b>Total</b>   |                    | <b>4596078</b>            | <b>95.57%</b>                           | <b>4596078</b>         | <b>0</b>               | <b>100.00%</b>                       | <b>0.00%</b>                       |
| Public Institutions         | E-Voting       | 508027             | 0                         | 0.00%                                   | 0                      | 0                      | 0.00%                                | 0.00%                              |
|                             | Venue Voting   |                    | NA                        | NA                                      | NA                     | NA                     | NA                                   | NA                                 |
|                             | Postal Ballot  |                    | NA                        | NA                                      | NA                     | NA                     | NA                                   | NA                                 |
|                             | <b>Total</b>   |                    | <b>0</b>                  | <b>0.00%</b>                            | <b>0</b>               | <b>0</b>               | <b>0.00%</b>                         | <b>0.00%</b>                       |
| Public Non-Institutions     | E-Voting       | 6945268            | 612379                    | 8.82%                                   | 612353                 | 26                     | 99.9958%                             | 0.0042%                            |
|                             | Venue Voting   |                    | NA                        | NA                                      | NA                     | NA                     | NA                                   | NA                                 |
|                             | Postal Ballot  |                    | NA                        | NA                                      | NA                     | NA                     | NA                                   | NA                                 |
|                             | <b>Total</b>   |                    | <b>612379</b>             | <b>8.82%</b>                            | <b>612353</b>          | <b>26</b>              | <b>99.9958%</b>                      | <b>0.0042%</b>                     |
| <b>Total</b>                |                | <b>12262185</b>    | <b>5208457</b>            | <b>42.48%</b>                           | <b>5208431</b>         | <b>26</b>              | <b>100.00%</b>                       | <b>0.0005%</b>                     |

Note: Invalid 56 Votes of Public - Non Institutions have not been taken in the Votes polled for calculating the result of voting.

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Institutions         | 0            |
| Public - Non Institutions   | 56           |



**"Agendawise Disclosure"**

**Resolution 2:**

Re-appointment of Shri Shaili Shashikumar Shroff (DIN: 00015621) as the Managing Director of the Company and to fix his remuneration.

Resolution required: (Ordinary/Special)

Special

Whether promoter / promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of Shares held | No. of valid Votes polled | % of Votes Polled on outstanding shares | No. of Votes in Favour | No. of Votes Against | % of Votes in favour on Votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
|                             |                | (1)                | (2)                       | (3)=[(2)/(1)]*100                       | (4)                    | (5)                  | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group | E-Voting       | 4808890            | 4596078                   | 95.57%                                  | 4596078                | 0                    | 100.00%                              | 0.00%                              |
|                             | Venue Voting   |                    | NA                        | NA                                      | NA                     | NA                   | NA                                   | NA                                 |
|                             | Postal Ballot  |                    | NA                        | NA                                      | NA                     | NA                   | NA                                   | NA                                 |
|                             | <b>Total</b>   |                    | <b>4596078</b>            | <b>95.57%</b>                           | <b>4596078</b>         | <b>0</b>             | <b>100.00%</b>                       | <b>0.00%</b>                       |
| Public Institutions         | E-Voting       | 508027             | 0                         | 0.00%                                   | 0                      | 0                    | 0.00%                                | 0.00%                              |
|                             | Venue Voting   |                    | NA                        | NA                                      | NA                     | NA                   | NA                                   | NA                                 |
|                             | Postal Ballot  |                    | NA                        | NA                                      | NA                     | NA                   | NA                                   | NA                                 |
|                             | <b>Total</b>   |                    | <b>0</b>                  | <b>0.00%</b>                            | <b>0</b>               | <b>0</b>             | <b>0.00%</b>                         | <b>0.00%</b>                       |
| Public Non-Institutions     | E-Voting       | 6945268            | 612379                    | 8.82%                                   | 612353                 | 26                   | 99.9958%                             | 0.0042%                            |
|                             | Venue Voting   |                    | NA                        | NA                                      | NA                     | NA                   | NA                                   | NA                                 |
|                             | Postal Ballot  |                    | NA                        | NA                                      | NA                     | NA                   | NA                                   | NA                                 |
|                             | <b>Total</b>   |                    | <b>612379</b>             | <b>8.82%</b>                            | <b>612353</b>          | <b>26</b>            | <b>99.9958%</b>                      | <b>0.0042%</b>                     |
| <b>Total</b>                |                | <b>12262185</b>    | <b>5208457</b>            | <b>42.48%</b>                           | <b>5208431</b>         | <b>26</b>            | <b>100.00%</b>                       | <b>0.0005%</b>                     |

Note: Invalid 56 Votes of Public - Non Institutions have not been taken in the Votes polled for calculating the result of voting.

| Details of Invalid Votes    |              |
|-----------------------------|--------------|
| Category                    | No. of Votes |
| Promoter and Promoter Group | 0            |
| Public Institutions         | 0            |
| Public - Non Institutions   | 56           |



**P. S. DUA & ASSOCIATES**  
**COMPANY SECRETARIES**

5SF, Santlsher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424  
E-Mail: [cspsdua@gmail.com](mailto:cspsdua@gmail.com)

**SCRUTINIZER'S REPORT**

To,  
Chairman/Sr. V.P (Finance) & Secretary (Authorised Representative)  
Punjab Chemicals and Crop Protection Limited  
Milestone 18, Ambala Kalka Road  
Village & P.O Bhankharpur, Derabassi,  
Distt. SAS Nagar, Mohali (Punjab)- 140201

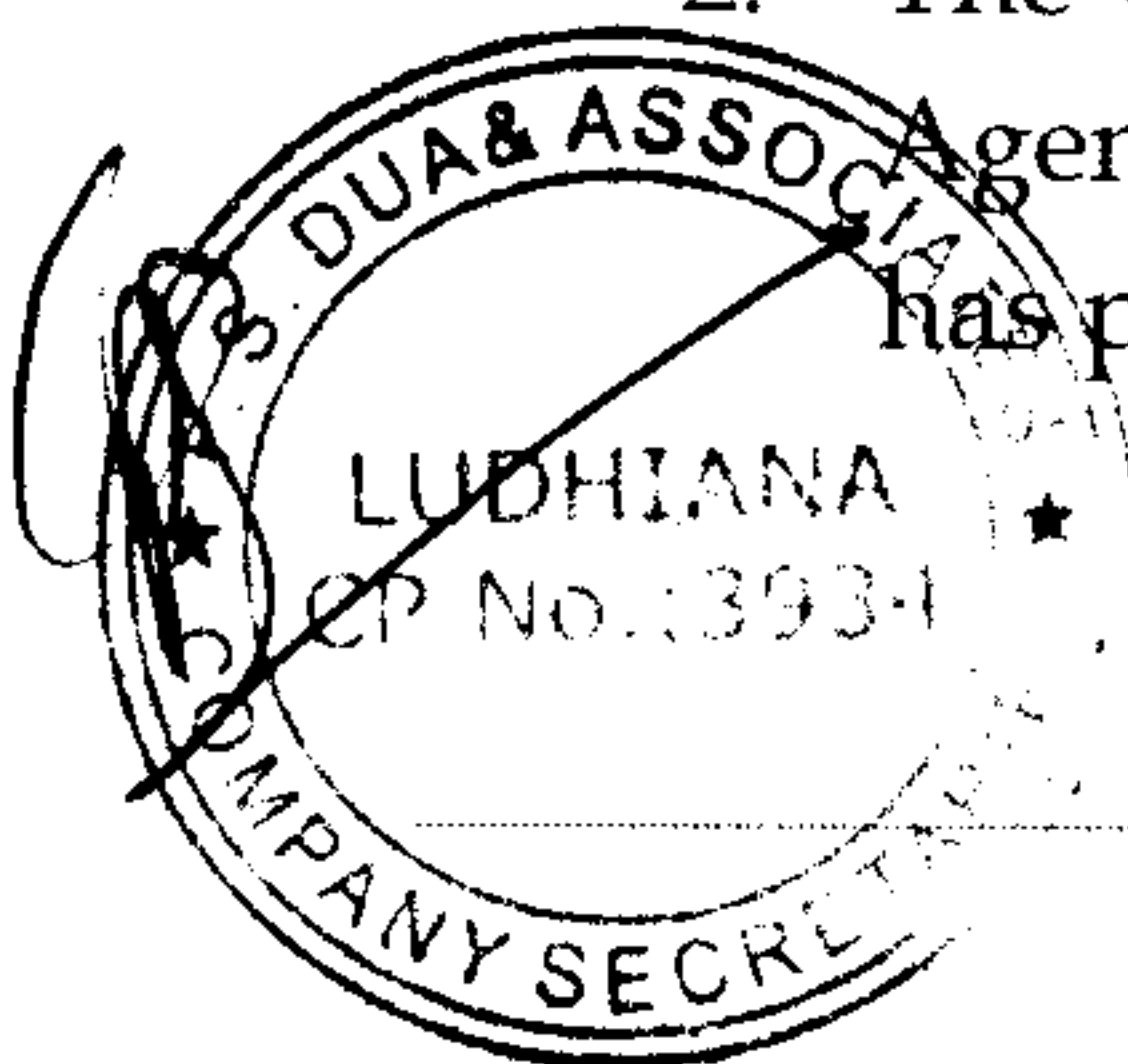
**SUB: SCRUTINIZER'S REPORT ON THE POSTAL BALLOT PROCESS CONDUCTED  
THROUGH REMOTE E-VOTING**

Dear Sir,

I, P.S Dua, Practicing Company Secretary (Membership No. 4552, COP No. 3934) of P.S. Dua & Associates was appointed as Scrutinizer by the Board of Directors of Punjab Chemicals and Crop Protection Limited [CIN: L24231PB1975PLC047063] for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated November 20, 2020 in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April 2020 and General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 (the "MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India (the "MCA,") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["LODR"] on the resolutions as set-out in the notice of Postal Ballot.

I submit my report as under:

1. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice of the Postal Ballot. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
2. The Company has appointed Central Depository Services (India) Limited ("CDSL"), as the Agency, for providing the facility of remote e-voting to the Members of the Company. CDSL has provided a system for recording the votes of the shareholders electronically.

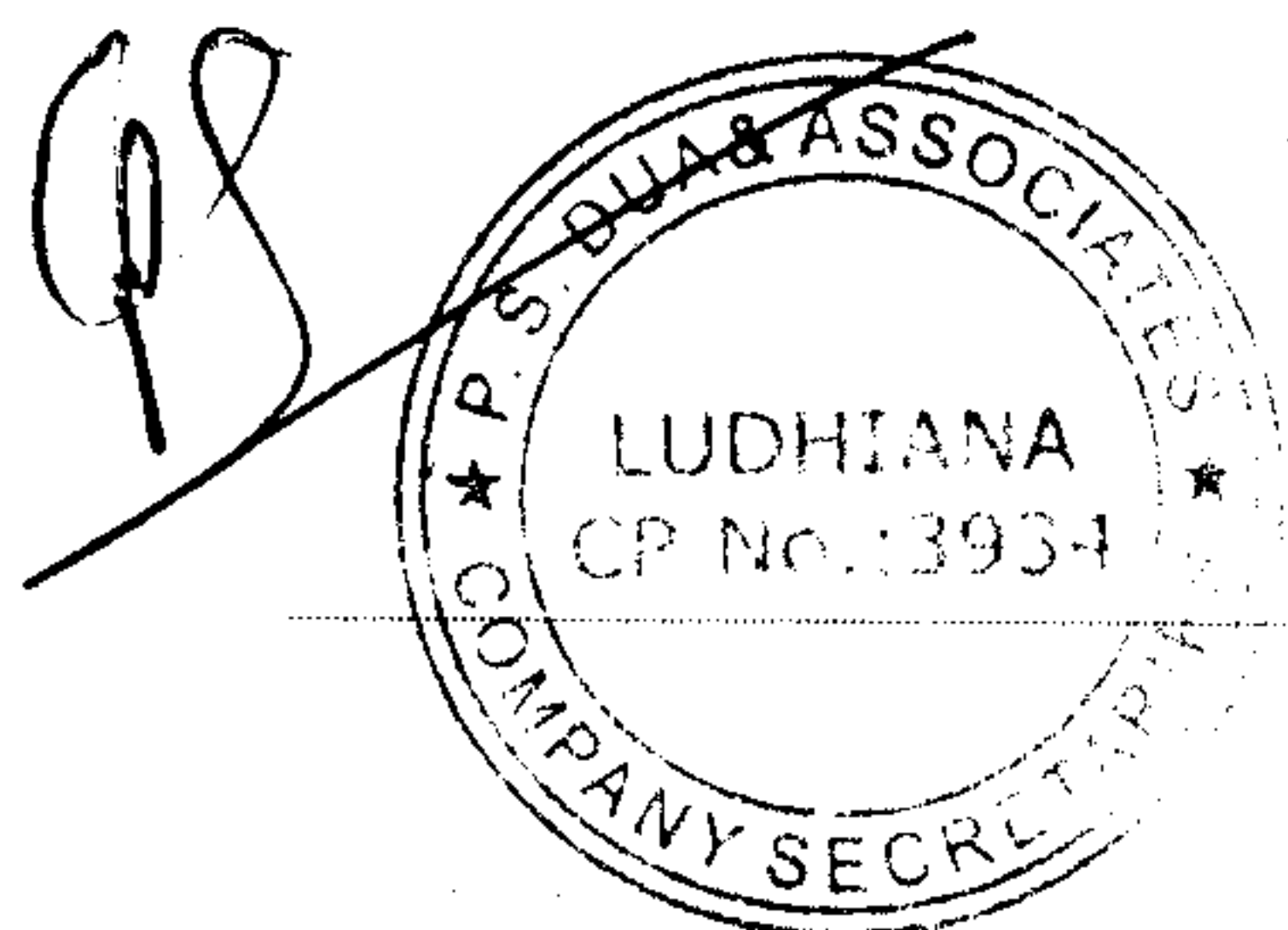


**P. S. DUA & ASSOCIATES**  
**COMPANY SECRETARIES**

5SF, Santlsher Singh Nagar, Pakhowal Road, Ludhiana - 141002 (Punjab), Tel. 0161 - 4623424  
E-Mail: [cspstdua@gmail.com](mailto:cspstdua@gmail.com)

3. My responsibility as Scrutinizer is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot.
4. The Company had provided voting through E voting to the shareholders whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e; November 20, 2020 ("Cut-off date") in accordance with the MCA Circulars and SEBI Circular dated May 12, 2020 (SEBI Circular).
5. The remote e-voting period commenced from November 29, 2020 (09.00 A.M.) and ended on December 28, 2020 (5.00 P.M.) at the e-voting Platform on the designated website of CDSL, i.e., <https://www.cdslindia.com/>.
6. Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) through e-mail to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners as on the Cut-off date i.e. November 20, 2020.
7. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time & MCA circulars, public notices were published by the Company in Financial Express ('English Newspaper'), Jansatta ('Hindi Newspaper') and Spokesman ('Punjabi Newspaper') on November 26, 2020, informing about the completion of sending Postal Ballot notices to its shareholders through electronic means, along with all requisite document.
8. After completion of e voting on December 28, 2020 at 05:00 P.M., votes casted by the members were unblocked by me on December 29, 2020 at 10:38 A.M. in the presence of two witnesses, Ms. Tanveer Kaur & Mr. Rishabh Arora who are not in the employment of the Company.
9. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e., <https://www.cdslindia.com/>. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

After ascertaining the votes casted by remote e-voting, I hereby submit the result as under:



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E-Mail: [cspsdua@gmail.com](mailto:cspsdua@gmail.com)

**SPECIAL BUSINESS:**

**Resolution No. 1 – Special Resolution**

The resolution as proposed in Notice of Postal Ballot is reproduced here below:

**Item No. 1: Re-appointment of Shri Avtar Singh (DIN: 00063569) as the Whole Time Director of the Company and to fix his remuneration.**

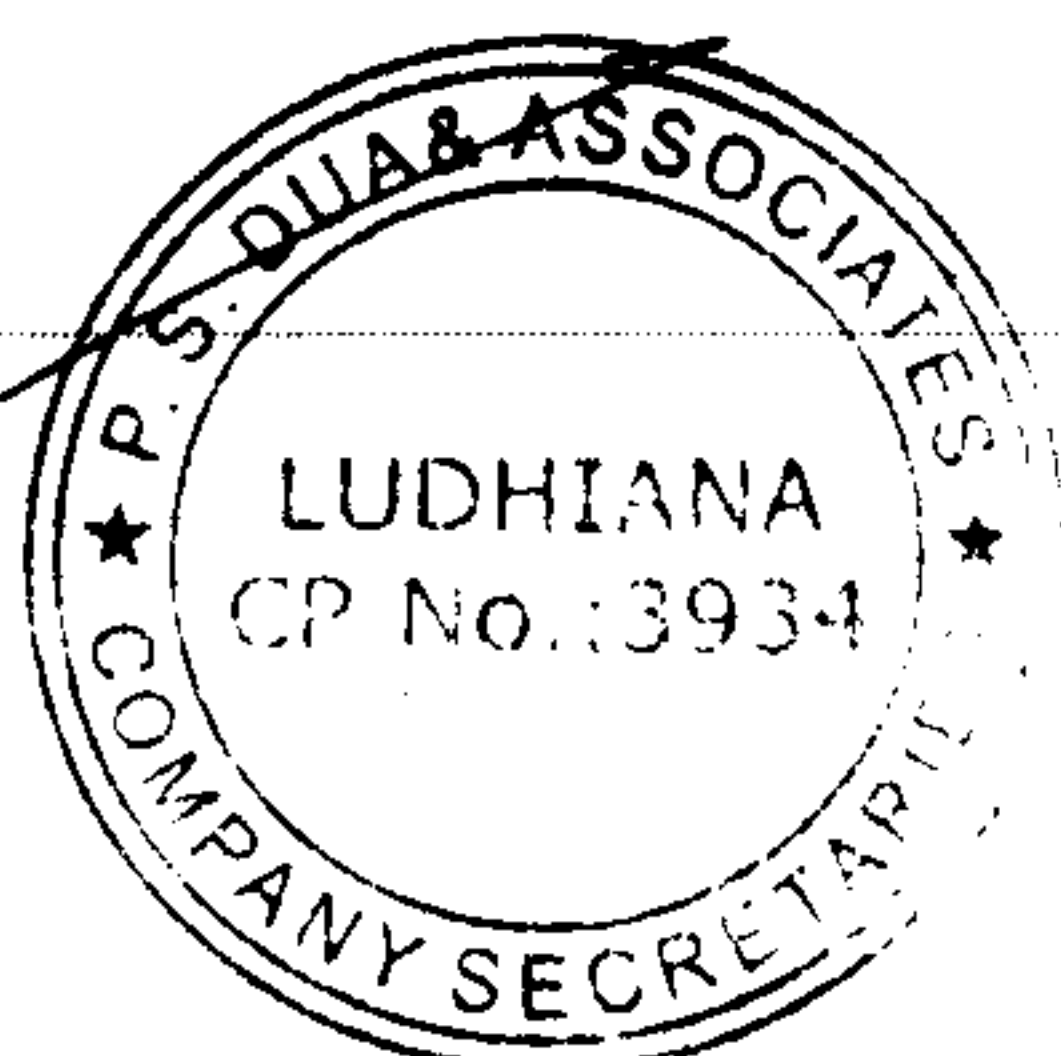
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals as may be required from time to time, and pursuant to the resolution passed by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company be and is hereby accorded to the reappointment of Shri Avtar Singh ( DIN: 00063569) as the Whole Time Director of the Company for a period of three (3) years from 14.11.2020 to 13.11.2023, liable to retire by rotation, on the terms and conditions including remuneration as set out in the relevant explanatory statement annexed to the notice of this meeting.

**RESOLVED FURTHER THAT** the remuneration payable to Shri Avtar Singh as detailed in the explanatory statement shall be payable as minimum remuneration in case of absence or inadequacy of profit in any financial year but not exceeding the limits specified under Section II of Part II of Schedule V to the Act (including any statutory modification or re-enactment thereof, for the time being in force or as applicable from time to time), or such other limits as may be prescribed from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment including revision in the remuneration as it may deem fit, in case of adequate/sufficient profits during any financial year of the tenure of this appointment, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Act (including any statutory modifications or re-enactment (s) thereof).

**RESOLVED FURTHER THAT** during such time as Shri Avtar Singh holds and continues to hold the office of the Whole Time Director, he shall be liable to retirement by rotation as a Director.



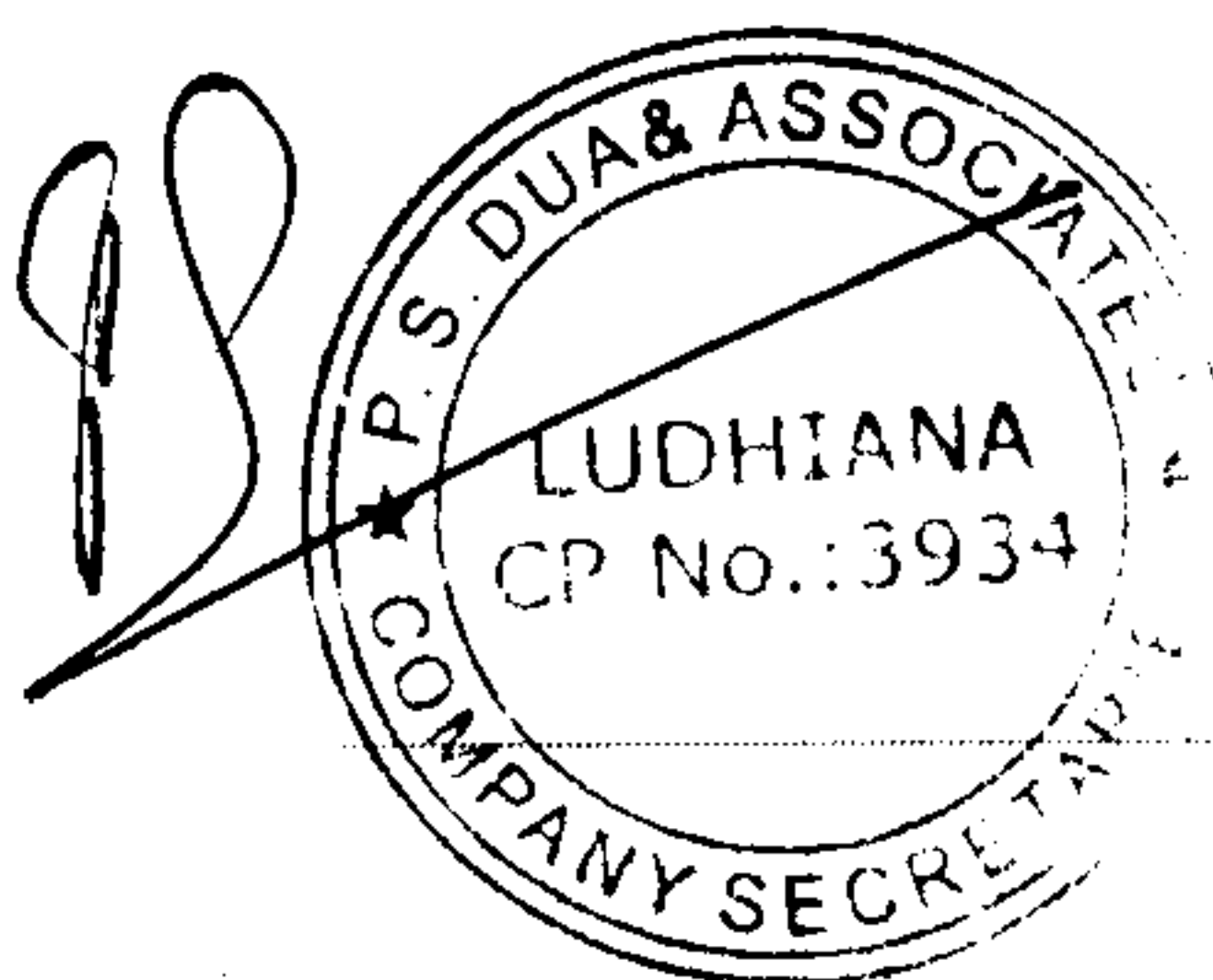
**P. S. DUA & ASSOCIATES  
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E-Mail: [cspstdua@gmail.com](mailto:cspstdua@gmail.com)

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any person authorized by the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient or desirable and to settle any question or doubt that may arise in relation thereto and to comply with the above mentioned applicable provisions and to give effect to the foregoing resolutions."

|       | PARTICULARS  | E-VOTING                  |                    |
|-------|--|---------------------------|--------------------|
|       |  | Number of member(s) voted | Votes held by them |
|       | Number of Members who casted their votes & Shares held by them | 73                        | 5208513            |
| Less: | Number of Members & Invalid/Rejected Votes                     | 1                         | 56                 |
| Less: | Number of Members & Votes not exercised                        | 0                         | 0                  |
|       | No. of Valid Votes Cast  | 72                        | 5208457            |

| PARTICULARS | E-VOTING                |                    |                                       |
|-------------|-------------------------|--------------------|---------------------------------------|
|             | Number of members voted | Votes held by them | % of total number of valid votes cast |
| Favour      | 67                      | 5208431            | 99.9995%                              |
| Against     | 5                       | 26                 | 0.0005%                               |
| Total       | 72                      | 5208457            | 100.00%                               |





**P. S. DUA & ASSOCIATES  
COMPANY SECRETARIES**

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E-Mail: [cspdua@gmail.com](mailto:cspdua@gmail.com)

**Resolution No. 2 - Special Resolution**

The resolution as proposed in Notice of Postal Ballot is reproduced here below:

**Item No. 2: Re-appointment of Shri Shalil Shashikumar Shroff (DIN: 00015621) as the Managing Director of the Company and to fix his remuneration.**

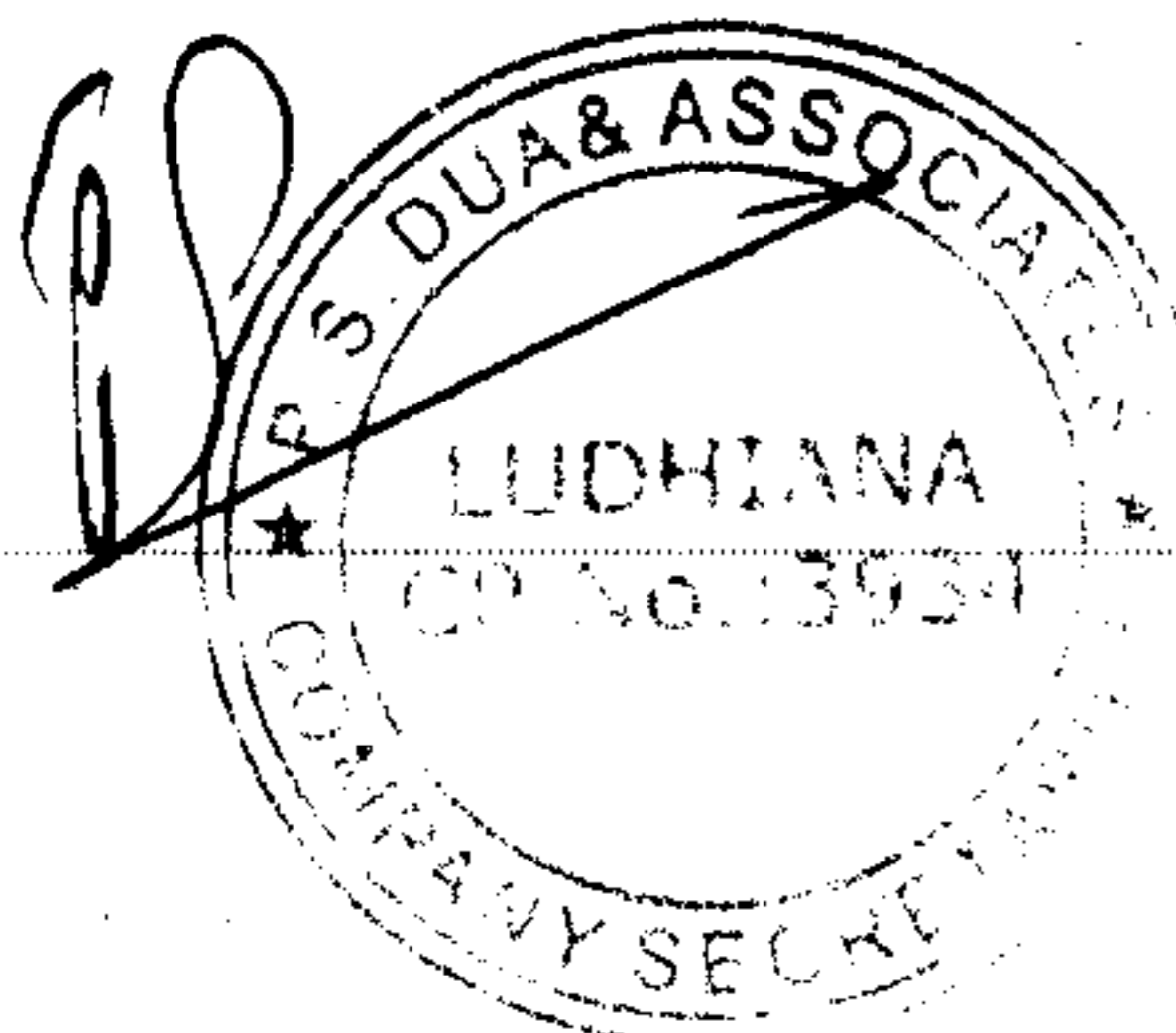
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals as may be required from time to time, and pursuant to the resolution passed by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company be and is hereby accorded to the reappointment of Shri Shalil Shashikumar Shroff (DIN: 00015621) as the Managing Director of the Company for a period of three (3) years from 15.01.2021 to 14.01.2024 on the terms and conditions including remuneration as set out in the relevant explanatory statement annexed to the notice of this meeting.

**RESOLVED FURTHER THAT** the remuneration payable to Shri Shalil Shashikumar Shroff as detailed in the explanatory statement shall be payable as minimum remuneration in case of absence or inadequacy of profit in any financial year but not exceeding the limits specified under Section II of Part II of Schedule V to the Act (including any statutory modification or reenactment thereof, for the time being in force or as applicable from time to time), or such other limits as may be prescribed from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment including revision in the remuneration as it may deem fit, in case of adequate/ sufficient profits during any financial year of the tenure of this appointment, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Act (including any statutory modifications or re-enactment (s) thereof).

**RESOLVED FURTHER THAT** pursuant to Article 94 (a) of the Articles of Association of the Company, the Directorship of Shri Shalil Shashikumar Shroff shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company.



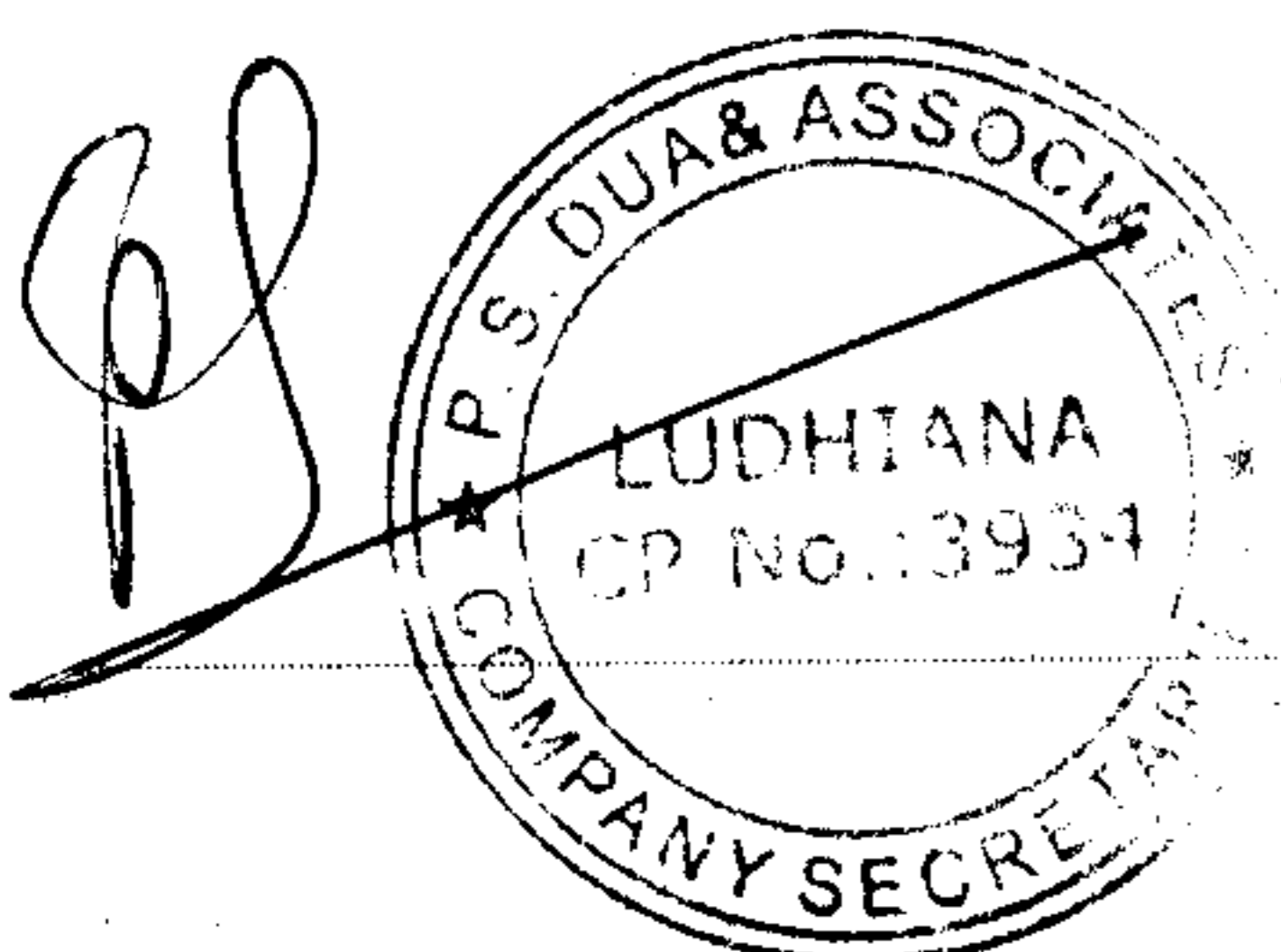
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E-Mail: [cspsdua@gmail.com](mailto:cspsdua@gmail.com)

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any person authorized by the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient or desirable and to settle any question or doubt that may arise in relation thereto and to comply with the above mentioned applicable provisions and to give effect to the foregoing resolutions."

|       | PARTICULARS  | E-VOTING                  |                    |
|-------|--|---------------------------|--------------------|
|       |  | Number of member(s) voted | Votes held by them |
|       | Number of Members who casted their votes & Shares held by them | 73                        | 5208513            |
| Less: | Number of Members & Invalid/Rejected Votes                     | 1                         | 56                 |
| Less: | Number of Members & Votes not exercised                        | 0                         | 0                  |
|       | No. of Valid Votes Cast  | 72                        | 5208457            |

| PARTICULARS | E-VOTING                |                    |                                       |
|-------------|-------------------------|--------------------|---------------------------------------|
|             | Number of members voted | Votes held by them | % of total number of valid votes cast |
| Favour      | 67                      | 5208431            | 99.9995%                              |
| Against     | 5                       | 26                 | 0.0005%                               |
| Total       | 72                      | 5208457            | 100.00%                               |



**P. S. DUA & ASSOCIATES  
COMPANY SECRETARIES**

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E-Mail: [cspsdua@gmail.com](mailto:cspsdua@gmail.com)

All relevant records of voting (online) will remain in our safe custody until the Chairman/Authorized Representative considers, approves and sign the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ Authorized Representative for safe keeping.


Based on the above remote e-voting, I confirm that the resolutions of Item No. 1 and No. 2 as mentioned above have been carried on with the requisite majority, accordingly I request the Company, to announce the voting result of Postal Ballot.

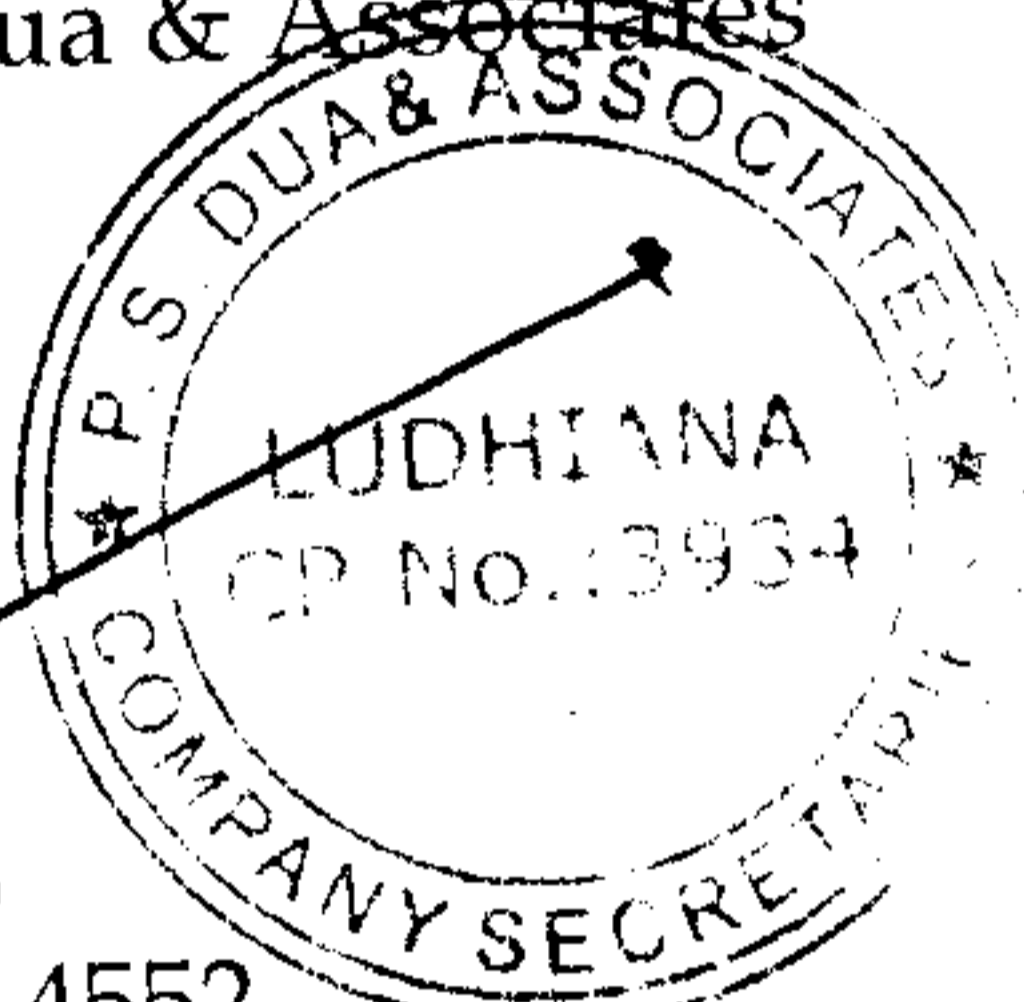
**NOTE:** This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing .

Thanking you,

Yours sincerely,

For P.S. Dua & Associates

  
[P.S. Dua]  
FCS No: - 4552  
CP No: - 3934




Counter Signed By

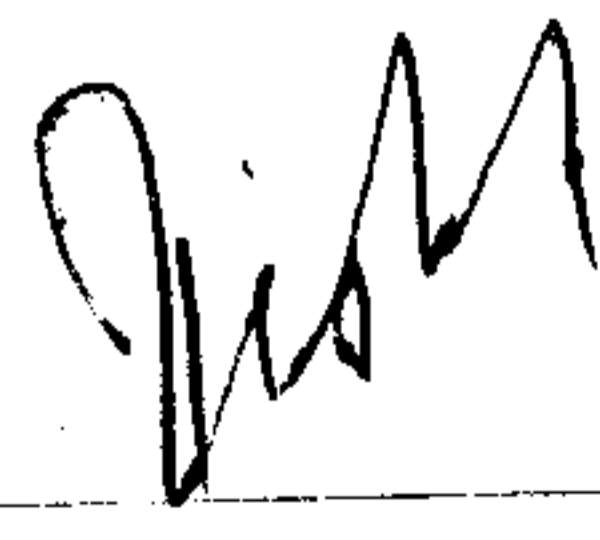
Date: - 29.12.2020

Place: - Ludhiana

UDIN: F004552B001722356

We, the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL in our presence at 10:38 A.M (IST) on December 29, 2020.

  
(  
Ms. Tanveer Kaur  
PAN: EIPK7459N

  
(  
Mr. Rishabh Arora  
PAN: BJUPA6101J