



# 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: 18<sup>th</sup> July, 2022

### BY E FILING

The Manager Department of Corporate Services BSE Limited MUMBAI-400 001 Re: BSE Scrip Code: 506618	The Manager Listing Department National Stock Exchange of India Limited MUMBAI-400 051 NSE Scrip Symbol: PUNJABCHEM
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### Sub: Intimation of 46<sup>th</sup> Annual General Meeting, Book Closure, Remote E-Voting & Notice of AGM.

Dear Sir/ Madam,

We would like to inform you that the 46<sup>th</sup> Annual General Meeting ("AGM") of the Company shall be held on **Wednesday, 10<sup>th</sup> August 2022 at 10:30 a.m. (I.S.T.)** through Video Conferencing / Other Audio-Visual Means (VC/OAVM) in compliance with the applicable provisions of the Ministry of Corporate Affairs and SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") read with the Circulars issued from time to time. The deemed venue for the meeting shall be the registered office of the Company at Milestone 18, Ambala Kalka Road Bhankharpur, Derabassi Dist. S.A.S. Nagar, Mohali-140201.

Pursuant to Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company shall remain closed from **Wednesday, the 3<sup>rd</sup> August, 2022 till Wednesday, the 10<sup>th</sup> August, 2022 (both days inclusive)** for taking record of the Members of the Company for the purpose of the 46<sup>th</sup> Annual General Meeting (AGM) and payment of dividend subject to tax deducted at source, if declared by the Members of the Company at the AGM to be held on Wednesday, 10<sup>th</sup> August 2022.

Pursuant to the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing the facility to its members to cast vote by electronic means (Remote E-voting) on all the business specified in the Notice convening the 46<sup>th</sup> AGM. Accordingly for the purpose of determining the shareholders eligibility to cast their votes electronically, the Company has fixed **Wednesday, 3<sup>rd</sup> August, 2022** as the cut-off date. The remote e-voting facility will commence on **Friday, 05<sup>th</sup> August, 2022 from 9:00 A.M. (I.S.T.)** and shall end on **Tuesday, 09<sup>th</sup> August, 2022 at 5:00 P.M. (I.S.T.)**. The remote e-voting shall not be allowed beyond the above said dates and time. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the Remote E-Voting services to its members.

This is for your information and records.

Thanking you,

Yours faithfully

For PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

V SRINIVAS  
COMPANY SECRETARY & COMPLIANCE OFFICER  
(ACS 37078)

Encls: Notice of 46<sup>th</sup> Annual General Meeting

**PUNJAB CHEMICALS AND CROP PROTECTION LIMITED**

CIN: L24231PB1975PLC047063

Registered Office: Milestone 18, Ambala Kalka Road, Village & PO Bhankharpur, Derabassi,  
Dist. SAS Nagar, Mohali (Punjab)- 140201,

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

E-mail: [info@punjabchemicals.com](mailto:info@punjabchemicals.com); website: [www.punjabchemicals.com](http://www.punjabchemicals.com)**NOTICE**

NOTICE is hereby given that the 46<sup>th</sup> Annual General Meeting of the Members of Punjab Chemicals and Crop Protection Limited will be held on Wednesday, the 10<sup>th</sup> August, 2022 at 10.30 a.m. (IST) through Video Conferencing / Other Audio-Visual Means, to transact the following business:

**ORDINARY BUSINESS**

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

**Item no. 1 - Adoption of financial statements**

**To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors ("the Board") and auditors thereon.**

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company, Report of the Board of Directors and the Auditors' thereon for the financial year ended on 31<sup>st</sup> March, 2022 alongwith Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

**Item no. 2 - Declaration of Dividend**

**To declare a dividend on Equity Shares of the Company for the financial year ended 31st March, 2022.**

"RESOLVED that a dividend of ₹3 /- (Three rupees) per equity share (30%) recommended by the Board of Directors be and is hereby declared on the equity shares of ₹10/- (Ten rupees) each fully paid-up of the Company for the year ended 31<sup>st</sup> March, 2022 and be paid, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and the other applicable provisions, if any of the Companies Act, 2013."

**Item no. 3 - Appointment of Mr Avtar Singh as a Director, liable to retire by rotation**

**To appoint Mr. Avtar Singh (DIN 00063569) as a Director liable to retire by rotation and, being eligible, offers himself for re-appointment.**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Avtar Singh (DIN 00063569), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment as Director of the

Company be and is hereby re-appointed as a Director of the Company."

**Item no. 4 - Reappointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company**

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants, Mumbai having ICAI Firm Registration No.101248W/W-100022, who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the above mentioned Rules, be and are hereby appointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 46<sup>th</sup> AGM till the conclusion of the 51<sup>st</sup> AGM, to be held in the year 2027 at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

**SPECIAL BUSINESS****Item no. 5 - To revise the terms of remuneration of Mr. Shalil S Shroff (DIN: 00015621), Managing Director.**

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

"RESOLVED that in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and

## Notice

the Articles of Association and on recommendation of the Nomination & Remuneration Committee and the Board of the Directors of the Company and in furtherance of the special resolution passed by way of Postal Ballot dated 28<sup>th</sup> December, 2020 (Postal Ballot Notice dated 20<sup>th</sup> November, 2020) and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for revision in the terms of remuneration including commission to Mr. Shalil S Shroff, (DIN: 00015621), Managing Director, w.e.f. 1<sup>st</sup> September, 2022 till the remaining period of his appointment upto 14<sup>th</sup> January, 2024, notwithstanding that such remuneration, pursuant to Section 197 of the Companies Act, 2013, may exceed 5% but shall not exceed 10% of the Net Profit of the Company computed as per the provisions of Section 198 of the Act, and Minimum Remuneration in the event of inadequacy or absence of profits during the financial year, as set out in "Annexure 1" of the explanatory statement comprising salary, perquisites and benefits be paid to the Managing Director, as approved by the Board of Directors.

RESOLVED FURTHER that the Board (which will include its committee thereof) be and is hereby authorised to vary and / or revise the remuneration of Mr. Shalil S Shroff, Managing Director as set out in the revised terms of remuneration in the Explanatory Statement.

RESOLVED FURTHER that save and except as aforesaid, all other existing terms and conditions of reappointment of Mr. Shalil S Shroff passed by way of Postal Ballot dated 28<sup>th</sup> December, 2020 (Postal Ballot Notice dated 20<sup>th</sup> November, 2020) shall continue to remain in full force and effect.

RESOLVED FURTHER that the Board (which will include its committee thereof) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings including filing of forms with the Registrar of Companies as may be required to give effect to the aforesaid Resolution."

### **Item no. 6 - To ratify the remuneration payable to the Cost Auditors of the Company for the financial year ending 31st March, 2023.**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon recommendation of the Audit Committee and as proposed by the Board of Directors,

consent of the Members be and is hereby accorded for the payment of remuneration of ₹ 1,80,000 /- (Rupees One lakh Eighty Thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses at actuals to be paid to M/s. Khushwinder Kumar & Co., Cost Accountant, Jalandhar, (Firm Registration No.100123) who has been appointed by the Board as the Cost Auditors of the Company for the financial year 2022-2023.

### **Notes**

1. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 4, 5 & 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at this AGM is also annexed.
2. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.  
**In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and above referred MCA Circulars, SEBI Circulars, the AGM of the Company is being held through VC / OAVM on Wednesday, the 10<sup>th</sup> August, 2022 at 10:30 a.m. (IST). The deemed venue for the meeting shall be the registered office of the Company at Milestone 18, Ambala Kalka Road Bhankharpur, Derabassi Dist. S.A.S. Nagar, Mohali-140201.**
3. As this AGM is being held through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. The Route Map is also not required to be annexed to the Notice.
4. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members who may join on a first come first serve basis. However, the above





restriction shall not be applicable to the members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Institutional Investors / Corporate Shareholders (i.e. other than Individual / HUF / NRI etc) can appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-Voting. They are requested to send a certified copy of the Board Resolution of authorisation to the Scrutiniser by e-mail at [cspdsdua@gmail.com](mailto:cspdsdua@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. In case of Joint Holders attending the AGM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at [investorhelp@punjabchemicals.com](mailto:investorhelp@punjabchemicals.com) up to the date of AGM.
9. In line with the MCA Circulars the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice convening the 46<sup>th</sup> AGM has been uploaded on the website of the Company at [www.punjabchemicals.com](http://www.punjabchemicals.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

#### 10. Book Closure and Dividend

i) The Register of Members and the Share Transfer Books of the Company will be closed **from Wednesday, the 3<sup>rd</sup> August, 2022 till Wednesday, the 10<sup>th</sup> August, 2022 (Both days inclusive)**. The dividend of ₹3/- (Rupees three only) per equity share of ₹10 each (i.e. 30%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS'), wherever applicable within the time limit prescribed under Companies Act, 2013 and SEBI Listing Regulations as under:

- a. To all the Beneficial Owners as at the end of the day on Tuesday, the 2<sup>nd</sup> August, 2022 as per the list of beneficial owners to be furnished by the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form; and
- b. To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company/ Registrar and Share Transfer Agent on or before the close of business hours on Tuesday, the 2<sup>nd</sup> August, 2022.

ii) Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents through e-mail by Monday, the 25<sup>th</sup> July, 2022.

A communication providing information and detailed instructions with respect to tax on the dividend for the financial year ended 31<sup>st</sup> March, 2022 is being sent separately to the Members whose email addresses are registered with the Company/DPs.

iii) Further, in order to receive the dividend in a timely manner, Members holding shares in physical form and not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to mail the following documents to

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Company's Registrars and Transfer Agents: Alankit Assignments Limited, so that it reaches to them latest by Friday, the 29<sup>th</sup> July, 2022:

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

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

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- iv) Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.
- v) Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed

dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details of unclaimed dividend and for shares transferred to IEPF, please refer to Company's website viz. [www.punjabchemicals.com](http://www.punjabchemicals.com). The Company has transferred 1,09,179 Ordinary Shares of the face value of ₹10 per share to the demat account of the IEPF Authority during the financial year 2017-18. The details of such shares transferred to IEPF has been uploaded on the website of the Company at [www.punjabchemicals.com](http://www.punjabchemicals.com). No claim shall lie against the Company in respect of the dividend/shares so transferred. During the financial year 2021-2022, no equity shares or dividend amount was required to be transferred to IEPF.

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

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

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

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to M/s Alankit Assignments Ltd in case the shares are held in physical form, quoting their folio no. Further, Members may note that SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31<sup>st</sup> March, 2023, and linking PAN with Aadhaar by 31<sup>st</sup> March, 2022 vide its circular dated 3<sup>rd</sup> November, 2021 and 15<sup>th</sup> December, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Alankit Assignments Limited at [rta@alankit.com](mailto:rta@alankit.com). The forms for updating the same are available at [www.punjabchemicals.com](http://www.punjabchemicals.com). Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the registrar is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31<sup>st</sup> December, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at [www.punjabchemicals.com](http://www.punjabchemicals.com). Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s Alankit Assignments Ltd, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
15. (i) Members who wish to inspect the relevant documents referred to in the Notice can send an email to [investorhelp@punjabchemicals.com](mailto:investorhelp@punjabchemicals.com) by mentioning their DP ID & Client ID/ Physical Folio Number.
- (ii) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, the 1<sup>st</sup> August, 2022 through email on [investorhelp@punjabchemicals.com](mailto:investorhelp@punjabchemicals.com). The same will be replied by the Company suitably.
16. To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with M/s Alankit Assignments Ltd in case the shares are held by them in physical form.

**Process for those Members whose email Ids are not registered**

- a) **For Members holding Shares in the physical form-** Requested to provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to Company: [investorhelp@punjabchemicals.com](mailto:investorhelp@punjabchemicals.com) or [rta@alankit.com](mailto:rta@alankit.com).
- b) **For Members holding Shares in Demat form -** Requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to Company: [investorhelp@punjabchemicals.com](mailto:investorhelp@punjabchemicals.com) or [rta@alankit.com](mailto:rta@alankit.com) on or before 5.00 p.m. (IST) on Monday, the 1<sup>st</sup> August, 2022.
- c) In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in

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demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### 17. Remote e-Voting before/during the AGM

- I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.
- II. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of 3<sup>rd</sup> August, 2022 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. 3<sup>rd</sup> August, 2022, may obtain the User ID and Password by sending a request at [investorhelp@punjabchemicals.com](mailto:investorhelp@punjabchemicals.com).
- III. The remote e-Voting period commences on Friday, the 5<sup>th</sup> August, 2022 at 9.00 a.m. (IST) and ends on Tuesday, the 9<sup>th</sup> August, 2022 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, the 3<sup>rd</sup> August, 2022.
- IV. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who could not cast their vote by remote e-Voting. They will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again. The e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
- V. Pursuant to SEBI Circular No. SEBI/HO/FD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional members / retail members is at a negligible level. Currently there are multiple e-voting service providers ("ESPs") providing e-voting facility to listed companies in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication, but also enhancing ease and convenience of participating in e-voting process.
- VI. In view of the aforesaid SEBI Circular dated 9<sup>th</sup> December, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.



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

Type of members	Login methods
<b>Individual member holding shares in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach the e-voting page without any further authentication. The URLs for users to login to Easi / Easiest are <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 Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, the 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 the e-voting page by providing Demat Account Number and PAN from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email ID as recorded in the Demat Account. After successful authentication, users will be provided links for the respective ESP where the e-voting is in progress during or before the AGM.</li> </ol>
<b>Individual member holding shares in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see the e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of the e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual member (holding shares in demat mode) login through their Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting options. Once you click on the e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.



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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 websites.

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

Login type	Helpdesk details
Individual members holding securities in Demat mode with <b>CDSL</b>	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 and 022-23058542-43.
Individual members holding securities in Demat mode with <b>NSDL</b>	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.

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

- The members should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - Now Enter your User ID:
    - For CDSL: 16 digits beneficiary ID,
    - For NSDL: 8 Character DP ID followed by 8 digits Client ID,
    - Members holding shares in Physical Form should enter Folio Number registered with the Company

Or

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from login myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.
- Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- If you are a first time user follow the steps given below:

	For members holding shares in both demat and physical form other than individual members
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both, members holding shares in demat mode and members holding shares in physical mode). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the Company / RTA or contact Company / RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company in which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for PUNJAB CHEMICALS AND CROP PROTECTION LIMITED on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent



to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the “RESOLUTION FILE LINK” if you wish to view the Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the vote cast by clicking on “Click here to print” option on the voting page.
16. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
17. Members can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.
18. **Note for Non-Individual members and Custodians – Remote e-voting**

- Non-Individual members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance Users would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual members are required to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the scrutinizer and to the Company, email address,

if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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

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

- I. The procedure for attending the AGM and e-voting on the day of AGM is the same as the instructions mentioned above for remote e-voting.
- II. The link for VC / OAVM to attend AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- III. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- IV. Members are encouraged to join the AGM through Laptops / iPads for better experience.
- V. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
- VII. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 7 days prior to the AGM mentioning their name, demat account number / folio number, email id, mobile number at the Company’s email ID. The members who do not wish to speak during the AGM but have queries may send their queries in advance

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7 days prior to the date of the AGM mentioning their name, demat account number / folio number, email id, mobile number at the Company's email ID. These queries will be replied to by the Company suitably by email.

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

### 18. Other instructions

- (i) Mr. P.S. Dua, Practicing Company Secretary, (Membership No. 4552, COP No. 3934), have been appointed as the Scrutinizer by the Board to scrutinize remote e-Voting process before the AGM as well as remote e-Voting during the AGM in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/ OAVM but

have not cast their votes by availing the remote e-Voting facility.

- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.
- (iv) The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.punjabchemicals.com](http://www.punjabchemicals.com) and on the website of CDSL: [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE").
- (v) Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Wednesday, 10<sup>th</sup> August 2022.

**By order of the Board of Directors**

**V Srinivas**

Company Secretary

Date: 5<sup>th</sup> May, 2022

### Registered Office

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



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

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

### **Item No. 4**

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). However, the same is strictly not required as per Section 102 of the Act.

In accordance with Sections 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 41<sup>st</sup> Annual General Meeting ('AGM') held on 14<sup>th</sup> September, 2017, appointed M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) ('B S R & Co.') as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 41<sup>st</sup> AGM till the conclusion of the 46<sup>th</sup> AGM of the Company.

Pursuant to the provisions of Section 139 of the Act, no listed company can appoint/re-appoint an audit firm as a Statutory Auditor for more than two terms of five (5) consecutive years and accordingly, M/s. B S R & Co. is eligible to be re-appointed as the Statutory Auditor of the Company for another term of five (5) consecutive years.

The Board of Directors of the Company, at its meeting held on 5<sup>th</sup> May, 2022, on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc. recommended the re-appointment of M/s. B S R & Co. as the Statutory Auditors of the Company, to the Members at the ensuing AGM for a second term of five (5) consecutive years from the conclusion of this AGM till the conclusion of the 51<sup>st</sup> AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration, including applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, on the recommendation of the Audit Committee from time to time.

M/s. B S R & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) based in Mumbai. M/s. B S R & Co. was constituted on 27<sup>th</sup> March, 1990 as a partnership firm having Firm Registration No. as 101248W which

was converted into limited liability partnership on 14<sup>th</sup> October, 2013 thereby having a new Firm Registration No. 101248W/W-100022. B S R & Co. is a member entity of B S R & Associates, a network registered with ICAI. B S R & Co. audits various companies listed on stock exchanges in India.

As required under the SEBI Listing Regulations, M/s. B S R & Co. holds a valid certificate issued by the Peer Review Board of ICAI. B S R & Co. has consented to its re-appointment as Statutory Auditors and has confirmed that their re-appointment, if made, shall be in accordance with Sections 139, 141 and other applicable provisions of the Act and rules framed thereunder.

Based on the recommendation of the Audit Committee, the Board commends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

### **Item No. 5**

The Members of the Company by way of Postal Ballot dated 28<sup>th</sup> December, 2020 (Postal Ballot Notice dated 20<sup>th</sup> November, 2020) had approved the reappointment and the remuneration of Mr. Shalil S Shroff as the Managing Director of the Company effective from 15<sup>th</sup> January, 2021 for a period of three years up to 14<sup>th</sup> January, 2024. Further the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof from time to time. But, such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ["Act"]. As per Section-197 & other applicable provisions of the Act the remuneration payable to any one Managing Director/ Whole-Time Director/ Manager shall not exceed 5% of the Net Profits of the Company & if there is more than one such Director remuneration shall not exceed 10% of the Net Profits to all such Director and Manager taken together.

### **The revised terms of remuneration**

The Board of Directors at their meeting held on 5<sup>th</sup> May 2022, deliberated and has accorded their approval, subject to approval of members of the Company by way of Special Resolution, for revision in the terms of remuneration including commission to Mr. Shalil S Shroff, (DIN: 00015621), Managing Director, w.e.f. 1<sup>st</sup> September, 2022 till the remaining period of his appointment upto 14<sup>th</sup> January, 2024, pursuant to the provisions of Sections 196, 197, 198, Schedule V and



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other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association and in furtherance of the special resolution passed by way of Postal Ballot dated 28<sup>th</sup> December, 2020 (Postal Ballot Notice dated 20<sup>th</sup> November, 2020), notwithstanding that such remuneration may exceed 5% but shall not exceed 10% of the Net Profit of the Company computed as per the provisions of Section 198 of the Act.

The Nomination and Remuneration Committee at its meeting held earlier that day also approved the same on the basis of his performance evaluation, skills, experience and knowledge resulting in sustained profitability numbers owing to his leadership team and considering various parameters which, inter alia, includes, the scale of operations of the Company and his increased involvement and role for the overall growth of the Company especially in respect of introduction of new products, streamlining the production capacities of existing units, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders.

In accordance with Section 197 of Companies Act, 2013 [“Act”] and other applicable provisions of the Act approval of members by way of special resolution is required to pay remuneration to Managing Director exceeding the 5% of the Net Profits of the Company. Accordingly approval of members is being sought by way of special resolution for payment of remuneration to Managing Director in excess of prescribed limits of 5% of Net Profits of the Company. There is no other Managing Director/Whole-Time Director/Manager of the Company as on date.

Accordingly the Board (which include its committee thereof) amending the existing terms of remuneration as approved by way of special resolution through Postal Ballot dated 28<sup>th</sup> December, 2020 (Postal Ballot Notice dated 20<sup>th</sup> November, 2020), shall be authorised to decide / vary / revise the terms of remuneration including salary, commission and perquisites, other terms as well as the minimum remuneration effective from 1<sup>st</sup> September 2022 upto 14<sup>th</sup> January 2024.

The other terms of reappointment as Managing Director shall continue to remain in full force and effect.

As per the applicable provisions of the Schedule V of the Companies Act, 2013, the Company in the event of inadequacy or absence of profits may pay remuneration to Mr. Shalil S Shroff, Managing Director w.e.f. 1<sup>st</sup> September, 2022 for the remaining period of his appointment till 14<sup>th</sup> January, 2024 as under:

### Annexure 1 - Recommended by Nomination and Remuneration Committee and approved by the Board of Directors.

Sr. No.	Particulars	Remuneration for the period From 1st September, 2022 upto 31st March 2023	Remuneration for the period From 1st April, 2023 upto 14th January, 2024
1.	<b>Basic Salary:</b>	₹9,70,875 per month with such increases as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company.	₹10,92,000 per month with such increases as may be determined by the Board of Directors of the Company from time to time as per the Rules of the Company.
2.	<b>Perquisites:</b>	<ol style="list-style-type: none"> <li>1. The Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with utilities such as gas, electricity, water, furnishings and repairs; medical reimbursement, leave travel concession for the Appointee and the family, club fees, medical insurance, etc. in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Appointee. All perquisites for each year not to exceed the annual salary of the Appointee. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable.</li> <li>2. The provision of Company's car and telephone at the residence for official duties shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.</li> <li>3. The Appointee shall be entitled for the following perquisites which shall not be included in the computation of the ceiling on remuneration: <ol style="list-style-type: none"> <li>i. Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act.</li> <li>ii. Gratuity payable as per the rules of the Company.</li> <li>iii. Encashment of leave at the end of his tenure as per the rules of the Company and as applicable to the senior executives.</li> </ol> </li> </ol>	

Sr. No.	Particulars	Remuneration for the period From 1st September, 2022 upto 31st March 2023	Remuneration for the period From 1st April, 2023 upto 14th January, 2024
3.	<b>Other Terms:</b>	<p>a) Leave: On full pay and allowance, as per the rules of the Company but not exceeding one month's leave for every 11 months of service.</p> <p>b) Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred in performance of duties.</p> <p>c) The appointment may be terminated by either party giving to the other party ninety days' notice in writing or such shorter notice as may be mutually agreed between the Appointee and the Company.</p> <p>d) In the event of any dispute or difference arising at any time between Mr. Shalil S Shroff and the Company in respect of the terms of his appointment or the construction thereof, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.</p>	
4.	<b>Minimum Remuneration:</b>	If, in any financial year, the Company has no profits or its profits are inadequate, then in such event, the remuneration by way of salary and perquisites as specified above will be paid as the Minimum Remuneration as provided in Schedule V of the Companies Act, 2013 Part II, Section II, [A]* proviso "The remuneration in excess of the limits provided under [A] may be paid."	

The remuneration to be paid to the Managing Director may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of Company and/or the Nomination and Remuneration Committee of the Company as set out above.

Additional information required to be disclosed in terms of the provisions of Schedule V of the Companies Act, 2013 form part of this Notice.

None of the Directors, except Mr Shalil S Shroff himself and Capt. Surjit Singh Chopra (Retd.), being a relative of Mr Shalil S Shroff, or any Key Managerial Personnel or their relatives, are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item no. 5 of the Notice except to the extent of their shareholding, if any, in the Company.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your Directors recommend the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

#### Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s Khushwinder Kumar & Co. Cost Accountant, Jalandhar (Firm Registration No.100123) as the Cost Auditor of the Company to conduct audit of the cost records of all the Divisions of the Company for the financial year 2022-2023 on a consolidated remuneration of ₹1,80,000 /- (Rupees One Lakh Eighty Thousand only) plus GST thereon and reimbursement of out of- pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for approval / ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2023.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

**By order of the Board of Directors**

Date: 5<sup>th</sup> May, 2022

**V Srinivas**  
Company Secretary

#### Registered Office

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

## Notice

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

<b>Name of the Director</b>	<b>Mr. Avtar Singh</b>
DIN	00063569
Date of Birth	4 <sup>th</sup> October, 1958
Age	63 Years
Date of first appointment	14 <sup>th</sup> November, 1996
Qualifications	B.Sc from Panjab University, Chandigarh
Expertise in specific functional areas	He has overall experience of about 42 years in manufacturing Chemicals, Pharmaceuticals and Agrochemicals in the Company. He was Director (Operations & Business Development) of the Company till 30 <sup>th</sup> September, 2021 and was re-designated as the Non-Executive Non-Independent Director of the Company w.e.f. 1 <sup>st</sup> October, 2021. He had successfully launched many products and gained expertise on various processes, chemistry and product development while working on various projects in the Company. He has great knowledge and experience in Quality Control, R&D, New Product Development and commencement of the commercial production of new products.
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Transpek Industry Limited Saurav Chemicals Limited TML Industries Limited
Membership of Committees/ Chairmanship in other Public Limited Companies	<b>Transpek Industry Limited</b> Finance and Capex Committee Member  <b>TML Industries Limited</b> Nomination & Remuneration Committee Member Share Transfer Committee Member  <b>Saurav Chemicals Limited</b> Audit Committee Member CSR Committee Member Nomination & Remuneration Committee Member Independent Director Committee Member
No. of Board Meeting attended during the year 2021-22	Five Board Meetings (5)
No. of shares held	7011
Relationships between Directors inter-se	No
Terms and conditions of appointment or re-appointment	Non Executive Non Independent Director liable to retire by rotation.
Remuneration last drawn (including Sitting fees, if any)	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.

## THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

### I. GENERAL INFORMATION

1) Nature of industry:	Manufacturers and dealers in Performance Chemicals including AgroChemicals, Specialty Chemicals and Industrial Chemicals.			
2) Date or expected date of commencement of commercial production:	In production since 1978			
3) In 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 Basis:	(₹ In lakh)			
	Consolidated		Standalone	
	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21
Revenue from Operations and Other Income	93439	68001	93129	67736
Earnings before Interest, Depreciation & Tax & Exceptional item (EBIDTA)	14062	9733	13908	9529
Profit / (Loss) before Tax (PBT)	11161	6901	11042	6811
Profit / (Loss) after Tax (PAT)	8346	4908	8082	5054
Other Comprehensive income / (expense) for the year (net of tax)	8	(46)	(47)	57
Total comprehensive income for the year	8354	4862	8035	5111
Earnings per share (EPS)	68.07	40.03	65.92	41.22
5) Foreign investments or collaborations, if any:	The Company has a wholly owned overseas subsidiary Company namely SD AgChem (Europe) NV, Belgium.			

### II. INFORMATION ABOUT THE APPOINTEE

	<b>Mr. Shalil S Shroff</b>	
Background details.	<p>Mr. Shalil S Shroff, aged 58 years, having Management Diploma from the University of Deopage - USA, is the Promoter of the Company. He has working experience of more than 30 years.</p> <p>He has been associated with the Company since 1992 and worked at various levels. After successful training and handling of various corporate affairs, he was appointed as the Executive Director of the Company w.e.f. 15<sup>th</sup> January, 1998. He was elevated to the position of Managing Director in 2003.</p> <p>His prime responsibility includes overall management and handling of all affairs of the Company under the superintendence and control of the Board of Directors. He is directly looking after Export marketing, general administration, liaisoning with Financial Institutions, new customers, exploring new products and public relations. He is fully involved in the overall working of the Company including supervising the fund flow and cash management.</p> <p>Presently, he is on the Board of Hem-Sil Trading &amp; Manufacturing Pvt. Ltd., SD Agchem (Europe) N.V., SSRS Trading &amp; Manufacturing Pvt. Ltd. and Scarlett Enterprises Pvt, Ltd.</p>	
Past Remuneration	<b>2021-22 (₹ in lakh)</b>	<b>2020-21 (₹ in lakh)</b>
Total Annual Salary	320.36	232.32



## Notice

Recognition or Awards	<p>The Company has received the following awards:</p> <p>A. State Award for Export Promotion in the Year 1990-91.</p> <p>B. Export House Recognition in the year 1999.</p> <p>C. Punjab State Safety Award in the year 2002.</p> <p>D. 2<sup>nd</sup> Chemexcil Award on Export performance for the year 2000-01.</p> <p>E. Chemexcil Gold Award for the outstanding export performance of Inorganic and Organic Chemicals during 2005-06.</p> <p>F. Export Excellence Award from Pesticides Manufacturers &amp; Formulators Association of India (PMFAI) during 2021-2022.</p>
Job Profile and his suitability.	<p>He is responsible for the overall management of the Company under the superintendence and control of the Board of Directors of the Company. He has been actively involved in the affairs of the Company and has played a key role in the growth of the Company.</p> <p>His experience of international marketing and knowledge in the agrochemical industry in which the Company is operating is an important requisite for conducting the affairs of the Company and continuity in the existing business.</p>
Remuneration proposed	As stated in the Explanatory Statement of item no. 6.
Comparative remuneration profile w.r.t. industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to Mr Shalil S Shroff, Managing Director, by the Board of Directors in consultation with the Nomination and Remuneration Committee of the Company is in tune with the remuneration in similar sized companies in the same segment of business. The proposed remuneration compares favourably with that being offered to similarly qualified and experienced professional in the industry with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to the factors such as experience, position held, contribution to the growth of the Company, its business and profitability.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	<p>Other than the remuneration stated above, he has no other pecuniary relationship, either directly or indirectly, with the Company, except that he is a Promoter of the Company holding along with his associates and relatives 39.22% of the Paid-up Equity Share Capital of the Company, as on 31<sup>st</sup> March, 2022 whereas individually he is holding 2,30,581 equity shares (1.88%) of the Company.</p> <p>He is also related to Capt. Surjit Singh Chopra (Retd.), who is a Director on the Board of the Company.</p>

### III. OTHER INFORMATION

(1) Reasons of loss or inadequate profits.	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Shalil S Shroff i.e. till 14 <sup>th</sup> January, 2024.
(2) Steps taken or proposed to be taken for improvement.	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line. The Company continues to maintain Environment, Health, Safety (EHS) standards at the international levels. The Company is therefore optimistic of making substantial strides in developing this business segment and developing new products.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.
(4) Disclosures	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.