

6th September, 2024

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

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

NSE Code – PCBL

BSE Code – 506590

Dear Sir,

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

We enclose, in terms of Regulation 30 of the SEBI Listing Regulations, a copy of the Postal Ballot Notice dated 6th September, 2024 along with the Explanatory Statement thereto, seeking approval of the Members of the Company for (a) appointment of Mr. Umang Kanoria as a Non-Executive Independent Director of the Company and (b) Change of Name of the Company from 'PCBL Limited' to 'PCBL Chemical Limited' and consequential amendment to the Memorandum and Articles of Association of the Company as set out in the said Notice.

In terms of various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice is being sent through electronic mode to those Members whose names appeared in the Register of Members / List of Beneficial Owners and whose email ids are registered with Depositories / Company as on Friday, 30th August, 2024 ("Cut-Off date"). The Company has engaged National Securities Depository Limited (NSDL) for providing E-voting facility to all its Members.

The E-voting will commence from Saturday, 7th September, 2024 at 09:00 A.M. (IST) and will end on Sunday, 6th October, 2024 at 05:00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter.

The Postal Ballot Notice is also being uploaded in the website of the Company at www.pcbltld.com as well as on the website of NSDL at www.evoting.nsdl.com. We request you to take the afore-mentioned information in record and oblige.

Yours faithfully,
For **PCBL LIMITED**

K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above

PCBL Limited

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

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

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

PCBL LIMITED

CIN: L23109WB1960PLC024602

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

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

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

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

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

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

The Board of Directors of the Company at their Meetings held on 8th August, 2024 and 28th August, 2024 have appointed Mr. Debabrata Dutt, Practicing Company Secretary (Membership No. FCS 5401, C.P. No. – 3824), as the Scrutinizer for scrutinizing the Postal Ballot to be conducted in respect of the above businesses to be transacted through remote e-voting.

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

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

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

Items of businesses requiring approval of Equity Shareholders through Postal Ballot by ‘remote e-voting’ are given below:

SPECIAL BUSINESS:

AS A SPECIAL RESOLUTION:

1. Appointment of Mr. Umang Kanoria as a Non-Executive Independent Director of the Company for the 1st term of five consecutive years with effect from 9th October, 2024.

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 149, 150, 152, 178 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulations 16, 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) as amended from time to time, subject to the provisions of the Articles of Association of the Company, and such other necessary approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Umang Kanoria (DIN: 00081108) be and is hereby appointed as a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act in the prescribed manner from a member proposing his candidature for the office of the Director, not liable to retire by rotation, for a 1st term of 5 (five) consecutive years with effect from Thursday, 9th October, 2024 up to and inclusive Monday, 8th October, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI Listing Regulations as amended from time to time, Mr. Umang Kanoria (DIN: 00081108) be and hereby paid such remuneration by way of fees for attending the meetings of the board or committees thereof and /or commission on net profits as the Board/Nomination & Remuneration Committee, may approve from time to time and subject to such limits as may be prescribed from time to time under applicable law.

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

SPECIAL BUSINESS:

AS A SPECIAL RESOLUTION:

2. Change of Name of the Company from ‘PCBL Limited’ to ‘PCBL Chemical Limited’ and consequential amendment to the Memorandum and Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 45 of the SEBI Listing Regulations (as amended up to date), the provisions of the Memorandum and Articles of Association of the Company, any other applicable law(s), rule(s), regulation(s), guideline(s), circular(s) for the time being in force and subject to all other necessary approvals, consents, sanctions and permissions as may be required under applicable laws including that of the Central Government (Ministry of Corporate Affairs or MCA), Stock Exchanges and any other appropriate regulatory/statutory authorities/departments as may be necessary, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from “**PCBL Limited**” to “**PCBL Chemical Limited**”, as made available by the Ministry of Corporate Affairs (MCA).

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of the fresh Certificate of Incorporation consequent upon change of name of the Company by the Office of RoC, Central Registration Centre of MCA and accordingly, the name “PCBL Limited” wherever appearing in the Memorandum and Articles of Association of the Company and other relevant documents including agreements and contracts entered into by the Company and at all other places wherever appearing be substituted with the new name “PCBL Chemical Limited” in its place or stead.

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any of its duly constituted Committee or any officers / executives / representatives / legal counsels / advisors / consultants and / or any other person so authorized by the Board) and/or Company Secretary of the Company, severally and jointly, be and are hereby authorized, on behalf of the Company to perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory / regulatory authorities, and to execute all such forms, papers, deeds, documents, instruments, writings as may be necessary including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the applicable offices of the MCA and other regulatory authorities, to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection including the power to delegate all or any of the powers conferred herein, or otherwise as deemed fit by the Board to be in the best interest of the Company in order to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise.”

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

Place: Kolkata
Date: 6th September, 2024

By Order of the Board

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended (‘the Act’) read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on the cut-off date, i.e. Friday, 30th August, 2024 and who have registered their e-mail address with the Company or with the Depositories.

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3. Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, 30th August, 2024 (cut-off date) will be entitled to cast their votes. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, 30th August, 2024.
4. There will be one vote for every DPID & Client ID / folio number irrespective of the number of joint holders.
5. **Remote E-voting will commence from Saturday, 7th September, 2024 at 9.00 A.M. (IST) and will end on Sunday, 6th October, 2024 at 5.00 P.M. (IST).**

The last date for E-voting i.e. Sunday, 6th October, 2024 shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.

6. In compliance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
7. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
8. For the purpose of providing remote e-voting facility, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating e-voting and enabling the Members to cast their votes electronically.
9. Members whose email addresses are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical form can send scanned copy of a signed request letter mentioning the folio number, name, complete address, email address to be registered along with scanned self attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address – kolkata@linkintime.co.in .
 - b. Members holding share(s) in electronic mode may update the email address, bank account details and mobile number through their respective Depository Participant(s) (DP).
10. The Board of Directors has appointed Mr. Debabrata Dutt, Practicing Company Secretary (FCS 5401, C.P. No. – 3824), as the “Scrutinizer” to conduct the E-voting process in a fair and transparent manner.

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11. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.pcblttd.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and at www.nseindia.com and www.bseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

12. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection at www.pcblttd.com under 'Investor Relations' Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.

13. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.

14. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Kaushik Mukherjee, Company Secretary at Email: pcbl.investor@rpsg.in or for any query / grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com .

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

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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





Type of members	Login Method
<p>Individual Members holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Members/Member can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in

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	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 130787 then user ID is 130787001***

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

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

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

PCBL Limited

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

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members holding securities in demat mode**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

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

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I. STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1:

Based on the recommendation of the Nomination and Remuneration Committee, (the ‘Committee’), subject to the approval of the Members of the Company, the Board of Directors of the Company (the ‘Board’) at its Meeting held on 8th August, 2024 had considered and approved the candidature of Mr. Umang Kanoria (DIN: 00081108) as a Non-Executive Independent Director of the Company for the 1st term of 5 (five) consecutive years with effect from Wednesday, 9th October, 2024 up to Monday, 8th October, 2029 (both days inclusive), as set out in the Resolution relating to his appointment.

Based on the recommendation of the Nomination and Remuneration Committee and considering his skills, experience and knowledge, the Board of Directors have recommended for the approval of the Members, the appointment of Mr. Umang Kanoria as Non-Executive Independent Director for the 1st term of 5 (five) consecutive years in terms of Section 149 read with Schedule IV of the Act and the SEBI Listing Regulations.

In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 (the ‘Act’), Mr. Umang Kanoria being eligible, has offered himself to be appointed as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years for his 1st term commencing from 9 October, 2024 up to 8th October, 2029 (both days inclusive). The other terms and conditions are available at the website of the Company, i.e. www.pcblltd.com under “Investor Relations”.

In respect of the said appointment, a notice in writing in the prescribed manner as required under Section 160 of the Act, as amended and rules made thereunder, has been received by the Company, from a Member proposing his candidature for the office of the Director.

Mr. Umang Kanoria (DIN: 00081108) aged 64 years, has, pursuant to Section 152 of the Act, given his consent to act as a Non-Executive Independent Director of the Company. Declaration has also been received from Mr. Umang Kanoria that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company has also received an intimation from Mr. Umang Kanoria in Form DIR-8 to the effect that he is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

In the opinion of the Board, Mr. Umang Kanoria fulfills the conditions specified in the Act and rules made thereunder for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

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Mr. Umang Kanoria, has done B.Com (Hons.) from St. Xavier's College, Kolkata, is an Associate Member of Institute of Cost Accountants of India and has his Master's in Business Administration from IMD, Lausanne, Switzerland.

He is the Chairman and Managing Director of Kanco Tea and Industries Limited (KTIL) and Kanco Enterprises Limited. He is also presently in the Boards of Spencer and Company Limited, Saregama India Limited, Stel Holdings Limited, Woodlands Multispeciality Hospital Limited and Kanco Speciality Packaging Private Limited (KSPL).

He has also been the President of Tea Association of India from 2000-2001, Chapter Chair of Young Presidents' Organization, Kolkata from 2003 -2004, President of Indian Chamber of Commerce from 2004 – 2005, Learning Officer of Young Presidents' Organization Gold, Kolkata from 2016-2017 and Chapter Chair of Young Presidents' Organization Gold, Kolkata from 2017-2018. Presently he is a Member of the Advisory Council and Executive Committee of Indian Chamber of Commerce, Member of the Main Committee of Tea Association of India, Member of Governing Body of Bengal Rowing Club, Kolkata and Board Member of Young Presidents' Organization Gold, Kolkata.

Mr. Umang Kanoria is the Chairman of the Share Transfer Committee of Kanco Enterprises Limited and Kanco Tea and Industries Limited, Member of the Stakeholders Relationship Committee of Kanco Enterprises Limited, Kanco Tea and Industries Limited, Stel Holdings Limited and Saregama India Limited. He is the Chairman of the Audit Committee of Stel Holdings Limited, Saregama India Limited and a Member of the Audit Committee of Woodlands Multispeciality Hospital Limited. He is also a Member of the Finance and Investment Committee of Kanco Enterprises Limited and Chairman of the Finance and Investment Committee of Kanco Tea and Industries Limited. He is also the Chairman of the CSR Committee of Kanco Tea and Industries Limited and Member of the CSR Committee of Saregama India Limited. He is also the Chairman of the Nomination and Remuneration Committee of Stel Holdings Limited, Woodlands Multispeciality Hospital Limited and a Member of the Nomination and Remuneration Committee of Saregama India Limited.

Mr. Umang Kanoria has not resigned from any listed entity during the past three years. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Kanoria is not related to any other director and key managerial personnel of the Company. In the opinion of the Board, Mr. Umang Kanoria is a person of integrity and possesses relevant qualifications, experience and expertise and fulfills the conditions specified in the Act and the rules made thereunder for his appointment as a Non-Executive Independent Director of the Company and he is independent of the management. Mr. Kanoria's candidature is in conformity with the requirements of the Act and the SEBI Listing Regulations. Considering Mr. Kanoria's diverse experience, professional competence and extensive knowledge, his induction on the Board would be of immense benefit to the Company.

In addition to the sitting fees for attending the Meetings of the Board, Mr. Kanoria, similar to the other Non-Executive Independent Directors, would be entitled to remuneration by way of commission, as may be determined by the Board from time to time.

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Except Mr. Umang Kanoria, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out in the Notice. This Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and the SS-2 on the General Meetings.

The Board recommends this Special Resolution as mentioned in Item No. 1 in relation to appointment of Mr. Umang Kanoria as a Non- Executive Independent Director for the approval by the Members of the Company.

Item no. 2:

The Company was incorporated in the name of Phillips Carbon Black Limited in the year 1960. The Company is engaged in the production of Carbon Black, Specialty Black and generation of Green Power emanated from production process of Carbon Black. For more than 60 years of its presence in the market, the Company has emerged as one of the key global players in the carbon black industry and had become more commonly known in the market in its abbreviated name PCBL. Considering the popularity of its abbreviated name and to aptly reflect the same as Corporate Name of the Company for the purpose of displaying in its production, packaging, advertisement and marketing activities, the name of the Company was earlier changed from Phillips Carbon Black Limited to PCBL Limited with the requisite approval of the Members and applicable statutory/regulatory authorities w.e.f. 29 December, 2021.

Over the decades, the Company has built scale, expanded its global footprint and set up world-class R&D facilities to address diverse customer requirements. As a part of global chemical industry, Company is a rapidly growing carbon black manufacturer (770,000 MT of annual production capacity), with a presence in 50+ countries serviced through six offices outside India. The Company has diversified its product portfolio and has also ventured into the production of specialty black which is a specialized variety of Carbon Black used in fibres, pressure pipes, wire and cables, food contact plastics, engineering plastics, inks, paints and coatings, fertilizers and adhesives and sealants. The Company has recently diversified into water treatment chemicals through acquisition of Aquapharm Chemicals Private Limited, which is one of the subsidiaries.

The Company has been laying strong emphasis on manufacture of specialty chemicals in its multi-located state-of-the-art plants. The Company's extensive range of specialty chemical grades crafted through innovative and resource efficient processes enables it to meet the evolving needs of global customers. These initiatives are designed to establish the Company as a diversified chemicals company. By adapting to the industry's dynamic demands and characteristics, the Company has transformed itself from a carbon black manufacturer to a value-added chemical manufacturer.

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Nearly 97% of the Turnover is generated from manufacture and sale of ‘Inorganic and Organic Chemicals’ requiring it to get its cost records audited by Cost Auditors under Customs Tariff Act Heading 2803-0010.

The transformative journey of the Company aims to redefine it as a leading chemical manufacturer in India with global marketing presence. The Board of Directors based on the facts stated above, have proposed the name ‘PCBL Chemical Limited’ which has been considered desirable and most apt.

Accordingly, the Members may note that the Board of Directors of the Company at its Meeting held on 28th August, 2024, had approved the proposal for change of name of the Company from ‘PCBL Limited’ to ‘PCBL Chemical Limited’, subject to the approval of the appropriate jurisdictional offices of the Ministry of Corporate Affairs, the Members of the Company and other relevant statutory and regulatory authorities.

The Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated 6th September, 2024 with respect to the SRN: AA10046129 dated 28 August, 2024 has intimated availability of the proposed new name of the Company from the existing name of the Company – ‘PCBL Limited’.

Pursuant to Sections 5, 13 and 14 of the Act, for effecting the change in name of the Company and consequent amendment in the Memorandum and Articles of Association of the Company and all other related documents, it is necessary to obtain approval of the Members of the Company by way of Special Resolution.

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45 of the SEBI Listing Regulations (as amended up to date) and M/s. P Sarkar & Associates, Chartered Accountants, (Firm Registration Number: 330344E) vide certificate dated 6th September, 2024 has confirmed the compliance with conditions stipulated under Regulation 45(1) of the SEBI Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company’s website at www.pcblltd.com under ‘Investor Relations’ Section.

The proposed change of name would neither result in change of the legal status or constitution or operations or activities of the Company, nor would, affect any of the rights or obligations of the Company or of the shareholders / members / other stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

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A copy of the Memorandum and Articles of Association of the Company before and after such change of name, certificate received from M/S. P Sarkar and Associates, Chartered Accountants (Firm Registration Number: 330344E) and the letter expressing No-Objection in the availability of the changed name issued by the Registrar of Companies, CRC Manesar, Haryana will be available for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 6.00 P.M. till the conclusion of the Postal Ballot (i.e., the last date for e-voting).

Approval of the Members is being sought for Change of Name of the Company from 'PCBL Limited' to 'PCBL Chemical Limited' as per Item No. 2 of the Notice.

The Board recommends that the Resolution as set out in Item No. 2 of the Notice be passed in the interest of the Company as a Special Resolution.

None of the Directors and / or Key Managerial Personnel of the Company and/or their respective relatives, are concerned or interested, financially or otherwise, in the subject resolution, except to the extent of shares in the Company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

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

Place: Kolkata
Date: 6th September, 2024

By Order of the Board

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

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Certificate pursuant to Regulation 45(3) of the SEBI Listing Regulations

The Board of Directors
PCBL Limited
31, Netaji Subhas Road,
Kolkata - 700 001

Independent Auditor's Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This certificate is issued in accordance with the terms of our engagement dated September 6, 2024.

2. a) Background

PCBL Limited (formerly known as Phillips Carbon Black Limited), a Company incorporated on 31st March, 1960 under the Companies Act, 1956 having CIN: L23109WB1960PLC024602 and having its registered office at 31, Netaji Subhas Road, Kolkata - 700 001 (hereinafter referred to as the "Company") is engaged in the business of Chemical manufacturing in India . The Board of Directors of the Company places a significant emphasis on manufacture of performance materials and specialty chemicals, solidifying its global presence with a substantial customer base spanning over 50 countries.

The Company's equity shares are listed in BSE Limited and National Stock Exchange of India Limited and Non- Convertible Debentures is listed on BSE Limited.

b) Transaction

The Board of Directors at its meeting held on 28th August 2024 has considered, decided and approved the new name 'PCBL Chemical Limited' for change of name of the Company.

Accordingly, an application was made by the Company to the Ministry of Corporate Affairs seeking availability of name for proposed change of name of the Company vide SRN AA10046129 dated 28/08/2024 and the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated 6th September 2024 has intimated their no objection in the availability of the changed name PCBL Chemical Limited from the existing name of the Company PCBL Limited.

c) Purpose of Issue of the Certificate

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter called 'the Listing Regulations'] as amended upto date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing Regulations in the explanatory statement to the notice seeking shareholders' approval for change in name.

Management's Responsibility

3. Ensuring the compliance of conditions of Listing Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation, presentation and compliance of conditions of the Listing Regulations.

4. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

5. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Regulation 45(1) of the Listing Regulations in the matter of proposed change of name of the Company.

6. We conducted our examination of compliance of Regulation 45(1) of the Listing Regulations in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

7. We have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the procedures of certification performed by us and according to the information and explanations given to us, we are of the opinion that:

(i) The Company had last changed its name from Phillips Carbon Black Limited to PCBL Limited vide Certificate of Incorporation issued pursuant to Change of Name under Rule 29 of the Companies (Incorporation) Rules, 2014 dated 29.12.2021 and a time period of at least one year has elapsed from the last Name Change;

(ii) At least fifty percent of the total revenue in the preceding one year period (financial year ending 31st March 2024) has been accounted for by the existing / continuing activity suggested by the new name i.e. Chemical Business;

(iii) The amount invested in the existing / continuing Chemical Business/activity is at least fifty percent of the assets of the Company

And accordingly all the clauses specified in Regulation 45(1) of the Listing Regulations have been complied with by the Company for the purpose of proposed change of name.

Restriction on Use

9. This Certificate has been issued at the specific request of the Company - which has appointed us for issuance of this report and exclusively pertains to the proposed Change of Name of the Company in so far as compliance of Regulation 45 of the Listing Regulations is concerned. This report is accordingly solely for the use by the said Company for including in the explanatory statement to the notice seeking shareholders' approval for change in name. Our report should not be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For P SARKAR & ASSOCIATES.
Chartered Accountants
Firm's Registration Number: 330344E

Pritha Sarkar
Partner
Membership Number : 056660
Place : Kolkata

Date: September 6, 2024
UDIN: 24056660BKCBLR2933