



Punjab Alkalies & Chemicals Limited

Regd. Office : S.C.O. 125-127, Sector 17-B, Chandigarh - 160 017 (INDIA)
Phone : 0172-4072508-568, E-mail : info@punjabalkalies.com Fax : 0172-2704797
CIN : L24119CH1975PLC003607, Website : www.punjabalkalies.com



PACL:SEC:2022:1885

09.11.2022

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
MUMBAI- 400 001

Scrip Code : 506852

Sub.: **Announcement under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot**

Pursuant to the Regulation 30 of the SEBI (LODR) Regulations, 2015 (as amended), please find enclosed herewith a copy of Notice of Postal Ballot together with the Explanatory Statement being dispatched to the members of Punjab Alkalies & Chemicals Limited ("the Company") today i.e. 9th November, 2022 for seeking their approval by way of Special Resolutions as set out in the said Notice, through remote e-voting.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs, Government of India, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on 4th November, 2022 ('Cut-off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The e-voting period will commence at 10.00 Hours on 11th November, 2022 and will end at 17.00 Hours on 10th December, 2022. The e-voting module shall be disabled by Central Depository Services (India) Limited ("CDSL") for voting thereafter.

The said Postal Ballot Notice is also available on the website of the Company at www.punjabalkalies.com

You are requested to take the same on your records.

Thanking you,

Yours faithfully,
For PUNJAB ALKALIES & CHEMICALS LIMITED

(SUGANDHA KUKREJA)
Company Secretary & Compliance Officer

Encl: as above.



Punjab Alkalies & Chemicals Limited

Regd. Office : S.C.O. 125-127, Sector 17-B, Chandigarh - 160 017 (INDIA)
Phone : 0172-4072508-558, E-mail : info@punjabalkalies.com Fax : 0172-2704797
CIN : L24119CH1975PLC003607, Website : www.punjabalkalies.com



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, time to time)

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Punjab Alkalies and Chemicals Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”), Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including and General Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Shri Ajay K. Arora of M/s A. Arora & Co., Practicing Company Secretary (FCS: 2191, CP No. 993), as Scrutinizer for conducting the Postal Ballot, through the remote e-voting process, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the votes cast in Postal Ballot, through remote e-voting, shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for the purpose of providing remote e-voting facility to all its members. In accordance with the MCA Circulars, members can vote only through the remote e-voting process.

Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 10th December, 2022 at 17.00 hours (the last day to cast vote electronically) to be eligible for being considered. The Resolution will be deemed to have been passed on the last date of e-voting i.e. 10th December, 2022. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him.

The results of the Postal Ballot/ e-voting along with Scrutinizer's Report shall be displayed on the Company's website www.punjabalkalies.com, on the website of CDSL at www.evotingindia.com, and shall also be communicated to the stock exchange on which the shares of the Company are listed i.e. BSE Limited at www.bseindia.com, within two (2) working days from the conclusion of remote e-voting.

Special Business

Item No. 1

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, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government /Stock Exchange(s) /appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the company from “Punjab Alkalies & Chemicals Limited” to “Primo Chemicals Limited”.

RESOLVED FURTHER THAT upon receipt of the fresh certificate of Incorporation from the Registrar of Companies (MCA) consequent to change of name of the Company, the name clause i.e Clause I of Memorandum of Association of the Company be altered and substituted by the following new Clause I:

I. The name of the Company is “Primo Chemicals Limited”.

RESOLVED FURTHER THAT Memorandum of Association and Articles of Association of the Company be and are hereby altered by deleting the existing name of the Company wherever appearing and substituting with new name of the Company “Primo Chemicals Limited.”

RESOLVED FURTHER THAT Shri Naveen Chopra (DIN: 08465391), Managing Director, Shri Jatin Dahiya (DIN: 08106876), Executive Director and CS Sugandha Kukreja (FCS: 11578), Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this resolution for and on behalf of the Company including appointing attorneys or authorized representatives to appear before the office of Registrar of Companies (MCA) and/or to deal with Stock Exchange(s) concerned to settle and finalise all issues that may arise in this regard for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

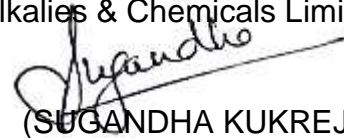
Item No. 2

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any amendment thereof), Ms. Teesta Sandhu (DIN: 09415955) who was appointed as Additional (Woman) Director, in an Independent capacity, by the Board of Directors on the recommendation of Nomination & Remuneration Committee of the Company and who has already signified her consent to act as an Independent Director of the Company and submitted a declaration that she meets the criteria for appointment as an Independent Director under the Companies Act, 2013 and who is not debarred from holding the office of Director pursuant to any SEBI’s orders or any other authority and whose appointment as Non-Executive Independent Director of the Company (not liable to retire by rotation) for a term of five (5) consecutive years with effect from 2nd December, 2021 was approved by the members in 47th Annual General Meeting held on 15th September, 2022 through E-voting by way of Ordinary Resolution (in which 99.99% of the votes were casted in favour of her appointment), be and is hereby ratified and confirmed with effect from 2nd December, 2021 for a term of five (5) consecutive years.

RESOLVED FURTHER THAT all terms and conditions of appointment of Ms. Teesta Sandhu, Non-Executive Independent Director of the Company as approved by the Board of Directors of the Company and approved by the members in AGM held on 15th September, 2022 shall also be ratified and confirmed with effect from 2nd December, 2021 for a period of Five (5) consecutive years.”

By Order of the Board of Directors
For Punjab Alkalies & Chemicals Limited



(SUGANDHA KUKREJA)

Company Secretary & Compliance Officer
FCS- 11578

Registered Office:
S.C.O.125-127,
Sector 17-B,
Chandigarh-160 017
CIN: L24119CH1975PLC003607
Dated: 28th October, 2022

Notes

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').

2. On account of the threat posed by COVID-19 and in terms of the requirements provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/Beetal Financial & Computer Services Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on Friday, 4th November, 2022 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. 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. 4th November, 2022.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
5. All the documents referred to in the explanatory statement will be available for inspection on electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send email to secretarial@punjabalkalies.com.
6. The remote e-voting shall commence on Friday, 11th November, 2022 at 10.00 hours and shall end on Saturday, 10th December, 2022, at 17.00 hours. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before 12th December, 2022. The Scrutinizer's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.punjabalkalies.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed.
9. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. 10th December, 2022.
10. Members may download the Notice from the Company's website at www.punjabalkalies.com or from CDSL's website at www.evoting.cdsl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com.
11. The vote in this Postal Ballot cannot be exercised through proxy.

12. Process to cast votes through remote e-voting:

- (i) The voting period begins on 11th November, 2022 at 10.00 hours onwards and ends on 10th December, 2022 at 17.00 hours. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 4th November, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities 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 entities 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual members holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to above-said SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode is given below:

| Type of members | Login Method |
|--|---|
| Individual Members holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users of 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 e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 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 |

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| | <p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration.</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Members holding securities in demat mode with NSDL Depository</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com 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 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.</p> <p>2) If the user is 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/IdeasDirectReq.jsp</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Members (holding securities in demat mode) login through their</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be</p> |

| | |
|------------------------------|---|
| Depository Participants (DP) | 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 name and you will be redirected to e-Voting service provider's website 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 above mentioned website.

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 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 |
| 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |

Step 2: Access through CDSL e-Voting system in case of members holding shares in physical mode and non-individual members in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for **Physical members and members other than individual holding in Demat form.**

- 1) The members should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Members" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

| | |
|--|--|
| | For Physical members and other than individual members holding shares in Demat. |
|--|--|

| | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 |

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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 to be also used by the demat holders for voting for resolutions of any other company on 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.
- (v) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the “Punjab Alkalies & Chemicals Limited” on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) Additional Facility for Facility for Non – Individual Members and Custodians –for Remote Voting only.
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@punjabalkalies.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

13. Process for Registration of e-mail addresses:.

1. For Physical members - please provide necessary details like 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 investor@beetalfinancial.com.

2. For Demat members – please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

The Company was incorporated on 1st December, 1975, in the name of “Punjab Alkalies Limited”, promoted by Punjab State Industrial Development Corporation Limited

(PSIDC). Subsequently, on 19th April, 1983, the name of the Company was changed to “Punjab Alkalies & Chemicals Limited.”

Pursuant to the strategic disinvestment by PSIDC and takeover by the new Management, the Company has shown tremendous growth in various financial aspects and its operations.

Further, the Company is operating in a B2B segment comprising manufacturing of Caustic soda lye, Liquid Chlorine, Hydrochloric Acid, Sodium Hypochlorite and Hydrogen Gas, and is also in the process of commissioning a SBP (Stable Bleaching Powder) and Aluminium Chloride project. The Hydrogen Peroxide Project is also in the pipeline. In addition, the Company has applied for environmental clearance for a paracetamol API manufacturing project. The Company is also exploring various options to diversify or expand the business of the Company by adding new products to its existing product basket and the new name of the Company should reflect the vision, growth and strength of the Company and give a specific identity to the Company to make it a brand in the Indian Chemical Industry.

In view of the above, the Board of Directors in its meeting held on 28th October, 2022 has approved the proposal of change of name of the Company as proposed in the resolution. In terms of Availability of name under Section 4(5) of the Companies Act, 2013, the proposed name has been reserved by Registrar of Companies (Ministry of Corporate Affairs) vide their letter dated 17th October, 2022. The provisions of Section 13(2) of the Companies Act, 2013, inter alia, provides that the approval of the members by means of special resolution for change of name and consequential amendment in Memorandum of Association and Articles on Association of the Company is required, therefore the Board of Directors recommends the resolution at item no. 1 of the accompanying notice for approval of members by way of a Special Resolution.

A copy of certificate from a practicing chartered accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice of Postal Ballot.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No. 2

The Board of Directors in its meeting held on 2nd December, 2021 had appointed Ms. Teesta Sandhu as Additional (Woman) Director, in an Independent capacity with effect from 2nd December, 2021.

The Members of the Company in 47th Annual General Meeting (AGM) held on 15th September, 2022, had approved, through E-Voting, the appointment of Ms. Teesta Sandhu with effect from 2nd December, 2021 by way of passing an Ordinary Resolution, with more than 99.99 % of the votes cast in favour of her appointment, which has the effect of passing a Special Resolution (the votes cast in favour of resolution being not less than three times the number of the votes cast against the resolution by members so entitled and voted).

However, as per recent amendment of Sub-Regulation (2A) of Regulation 25 of the SEBI (LODR) Regulations, 2015 the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Therefore, to comply with the provisions of Regulation 25(2A) of the LODR Regulations, the appointment of Ms. Teesta Sandhu, Non-Executive Independent Director, effective from 2nd December, 2021 approved by the members in AGM held on 15th September, 2022 through E-voting by way of Ordinary Resolution (in which 99.99 % of the votes were cast in favour of her appointment) is required to be ratified and confirmed by the Members as per the amended regulation 25(2A) of SEBI (LODR) Regulations, 2015 by way of a Special Resolution.

Ms. Teesta Sandhu aged 42 years, has done MBA with specialization in HR and Marketing. She has 17 plus years of experience which includes working with the Oberoi Group of Hotels, Hilton, Marriott Hotels, Cinopolis India Ltd, Kingfisher Airlines, Forest Essentials and Ethos Pvt. Ltd.

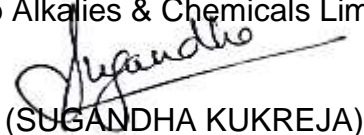
Ms. Teesta Sandhu had also given declaration that she is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 and meet with the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time). She had also given consent to act as Independent Director.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Considering the same, your Board of Directors of the Company recommended the ratification of appointment of Ms. Teesta Sandhu, as an Independent Director for a term of five years w.e.f. 2nd December, 2021, to the Members of the Company for their approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice except Ms. Teesta Sandhu.

By Order of the Board of Directors
For Punjab Alkalies & Chemicals Limited



(SUGANDHA KUKREJA)

Company Secretary & Compliance Officer
FCS- 11578

Registered Office:
S.C.O.125-127,
Sector 17-B,
Chandigarh-160 017
CIN: L24119CH1975PLC003607
Dated: 28th October, 2022

ANNEXURE I TO NOTICE

Details of the Director proposed to be appointed/ re-appointed by postal ballot pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

| | |
|---|--|
| Name of the Director | Ms. Teesta Sandhu Director |
| Date of Birth | 02.08.1980 |
| Date of Appointment | 02.12.2021 |
| Qualifications | MBA with specialization in HR and Marketing |
| Expertise in specific functional areas | Leadership in Human Resource & Marketing. |
| Directorships of other Companies as on 30 th September, 2022 | - |
| Chairmanships/ Memberships of the Committees of the Board of Companies as on 30 th September, 2022 | <u>Punjab Alkalies & Chemicals Limited</u> Risk Management Committee-Member |
| Number of Equity Shares of the Company held as on 31 st March, 2022. | 34,870 |
| Number of meetings of the Board attended during the FY 2022-23 till the date of this postal ballot notice | 4 |
| Relationship with other Directors | NA |

ANNEXURE II TO NOTICE
CERTIFICATE FROM PRACTISING CHARTERED ACCOUNTANT PURSUANT TO
REGULATION 45 (3) OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015



S. Tandon & Associates
Chartered Accountants

Mohali Office: Competent House, C-157, Phase - VII, Industrial Area, Mohali
Phone 0172-5098370, Fax: 0172-5098371 Ext.No. - 121 E-mail sta@staindia.org

TO WHOM SO EVER IT MAY CONCERN

We hereby certify that we have verified the relevant records and documents of Punjab Alkalies and Chemicals Limited ("Company"), in relation to the issue of certificate for compliance of the conditions mentioned under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), for the change of the name of the Company from "**Punjab Alkalies and Chemicals Limited**" to "**Primo Chemicals Limited**".

Based on our examination and according to the information and explanations provided to us, we hereby certify as under:

- 1. A time period of at least one year has elapsed from the last name change-** Punjab Alkalies and Chemicals Limited, having CIN-L24119CH1975PLC003607, was incorporated on 01st December, 1975 under the provisions of Companies Act, 1956. The Company has changed its name from Punjab Alkalies Limited to Punjab Alkalies & Chemicals Limited on April 19, 1983 and since then it has not filed for any change in Name of the Company.
- 2. At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name –** Not Applicable, since the new name is not related to any new activity of the Company, the company's entire sales are under the name "Punjab Alkalies and Chemicals Limited" and the Company is largely known, well established and renowned as the largest producer of Caustic Soda in Northern India as "Punjab Alkalies and Chemicals Limited". Total revenue is accounted from the same industries.
- 3. The amount invested in the new activity/ project is at least fifty percent of the assets of the listed entity -** Not Applicable, as there is no change in the objects and the business activities of the company.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45(3) of the SEBI LODR, that the Company shall in the explanatory Statement to the Notice for shareholder's approval for the change in the name of the Company, include a certificate from a Practising Chartered Accountant stating compliance with conditions provided in Regulations 45(1) of the SEBI LODR.

For **S Tandon & Associates**
Chartered Accountants

ICAI Firm Registration No: 006388N



Nipun Rastogi
Partner

Membership No. 518893
UDIN: 22518893BCCGTC7499

Place: Chandigarh
Date: 27/10/2022