



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: August, 24, 2023

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: Postal Ballot Notice –Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Further to the outcome of Board meeting held on August 3, 2023, wherein it was informed that the Board of Directors of the Company had approved the appointment of Mrs. Tara Subramaniam (DIN: 07654007) as an Additional Independent Director of the Company for the first term of five consecutive years with effect from August 3, 2023 upto August 2, 2028 and re-appointment of Mr. Shail Shashikumar Shroff, (DIN:00015621) as the Managing Director of the Company for a period of five years with effect from January 15, 2024 upto January 14, 2029 and to fix his remuneration for a period of three years with effect from January 15, 2024 upto January 14, 2027, subject to the approval of shareholders of the Company.

In this regard, please find enclosed the Postal Ballot Notice dated August 3, 2023 along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the shareholders on the businesses as set out in the enclosed Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), 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 Tuesday, August 22, 2023 ("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.

Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Monday, August 28, 2023 (9:00 a.m. IST) and shall end on Tuesday, September 26, 2023 (5:00 p.m. IST). The remote e-voting module shall be disabled by CDSL thereafter. The results declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such authorised person within the stipulated timelines. The above information will be made available on the website of the Company at www.punjabchemicals.com and on the website of CDSL at www.evoting.com.

This is for your information and records.

Sincerely Yours,
For **PUNJAB CHEMICALS AND
CROP PROTECTION LIMITED**

RISHU CHATLEY
**COMPANY SECRETARY &
COMPLIANCE OFFICER**
ACS: 19932

Encls: a/a



PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN: L24231PB1975PLC047063

Regd. Office: Milestone 18, Ambala Kalka Road, Village & P.O. Bhankharpur, Derabassi, Dist.

SAS Nagar, Mohali (Punjab) - 140201, India

Tel Nos.: 01762- 280086, 522250; Fax Nos.: 01762-280070

Website: www.punjabchemicals.com; email: info@punjabchemicals.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 “(Act)” 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, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Monday, August 28, 2023 at 9:00 a.m. (IST)	Tuesday, September 26, 2023 at 5:00 p.m. (IST)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (“Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the following special businesses are proposed to be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process:

- 1. Appointment of Mrs. Tara Subramaniam (DIN: 07654007) as an Independent Director of the Company for the first term of five consecutive years with effect from August 3, 2023 upto August 2, 2028.**
- 2. Re-appointment of Mr. Shail Shashikumar Shroff, (DIN: 00015621) as the Managing Director of the Company for a period of five years with effect from January 15, 2024 upto January 14, 2029 and to fix his remuneration for a period of three years with effect from January 15, 2024 upto January 14, 2027.**

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board of Directors has appointed Mr. P. S. Dua (Membership No. 4552, COP No. 3934), Practising Company Secretary as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.



Notice of Postal Ballot

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating e-voting. The Company has made necessary arrangements with Alankit Assignments Limited, Registrar and Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on September 26, 2023. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the Remote e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will be communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed and will also be displayed on the website of the Company at www.punjabchemicals.com on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company.

The last date of e-voting, i.e. September 26, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1:

Appointment of Mrs. Tara Subramaniam (DIN: 07654007) as an Independent Director of the Company for the first term of five consecutive years with effect from August 3, 2023 upto August 2, 2028.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Tara Subramaniam (DIN: 07654007), who was appointed as an Additional Director in the capacity of Independent Director with effect from August 3, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years till August 2, 2028, and that she shall not be liable to retire by rotation.



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

Item No. 2:

Re-appointment of Mr. Shalil Shashikumar Shroff, (DIN: 00015621) as the Managing Director of the Company for a period of five years with effect from January 15, 2024 upto January 14, 2029 and to fix his remuneration for a period of three years with effect from January 15, 2024 upto January 14, 2027.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder and Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals as may be required from time to time, and pursuant to the resolution passed by the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Company be and is hereby accorded to the reappointment of Mr. Shalil Shashikumar Shroff (DIN: 00015621) as the Managing Director of the Company for a period of five (5) years with effect from January 15, 2024 to January 14, 2029.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded for payment of remuneration to Mr. Shalil Shashikumar Shroff (DIN: 00015621), Managing Director of the Company as set out in the explanatory statement annexed to this Notice for a period of three (3) years with effect from January 15, 2024 to January 14, 2027 in compliance with Schedule V and other applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

RESOLVED FURTHER THAT pursuant to provisions of the Section 197 of the Companies Act, 2013, Mr. Shalil Shashikumar Shroff may be paid remuneration exceeding 5% of the Net Profit of the Company but not exceeding 10% of the Net Profit of the Company computed as per the provisions of Section 198 of the Companies Act, 2013.

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

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

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



Notice of Postal Ballot

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

Place: Derabassi
Date: August 3, 2023
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection
Limited

Sd/-
Rishu Chatley
Company Secretary cum
Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with section 110 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. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on **August 22, 2023** ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. 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 communication of the assent or dissent of the Members would only take place through the e-voting system.
3. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investorhelp@punjabchemicals.com or rta@alankit.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
4. In accordance with the MCA Circulars, the members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Alternatively, Members may send an email request to rta@alankit.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in



electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to rta@alankit.com or contact RTA at +91-11-4254 1953.

5. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at rta@alankit.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Alankit Assignments Limited either by email to rta@alankit.com or by post to Alankit Assignments Limited Alankit House 4E/2 Jhandewalan Extension New Delhi - 110055, INDIA.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR – 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.punjabchemicals.com/dividend-shareholders-information	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

6. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's Registrars Alankt Assignments Limited at rta@alankit.com. The forms for updating the same are available at <https://www.punjabchemicals.com/dividend-shareholders-information>.

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, RTA 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 December 31, 2025, the RTA / 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.

7. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will be communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed and will also be displayed on the website of the Company at www.punjabchemicals.com on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company.
8. This Notice shall also be available on the website of the Company at www.punjabchemicals.com, websites of the stock exchanges where the equity share of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
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 voting i.e. September 26, 2023. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

10. **E-Voting**

- (i) The voting period begins on **Monday, August 28, 2023 at 9:00 a.m. (IST)** and ends on **Tuesday, September 26, 2023 at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Tuesday, August 22, 2023** 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 09.12.2020**, 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 shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders 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 shareholders.

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.



11. Instructions for remote e-voting:

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

(i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(ii) Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 e-voting 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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



	<p>see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed 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/IdeasDirectReg.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 Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 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 website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>



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

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” 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. Shareholders 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 shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders 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)	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. <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.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for PUNJAB CHEMICALS AND CROP PROTECTION LIMITED i.e. 230822010 on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (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 or on scrutinizer email ID i.e. cspstua@gmail.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 shareholders 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 at cspstua@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those Shareholders whose email/mobile no. are not registered with the Company/Depositories.

1. For Physical shareholders- 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 investorhelp@punjabchemicals.com/rta@alankit.com.
2. For Demat shareholders-, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.



Notice of Postal Ballot

In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details
<p>Company : Punjab Chemicals and Crop Protection Limited Ms. Rishu Chatley Company Secretary and Compliance Officer Regd. Office: Milestone 18, Ambala Kalka Road Village & P.O. Bhankharpur, Derabassi, Dist. SAS Nagar, Mohali (Punjab) - 140201, India CIN: L24231PB1975PLC047063 Email: investorhelp@punjabchemicals.com</p>
<p>Registrar and Transfer Agent : M/s. Alankit Assignments Limited Address: 4E/2, Jhandewalan Extension, New Delhi-110055 Email: rta@alankit.com</p>
<p>E-Voting Agency : Central Depository Services (India) Limited Address: Central Depository Services (India) Limited, A Wing, 25th Floor Marathon Futurex, Mafatlal Mill Compounds N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Email: helpdesk.evoting@cdslindia.com, Phone: 1800 22 55 33</p>
<p>Scrutinizer : CS P.S. Dua Practising Company Secretary Address: 5, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana Email: cspsdia@gmail.com</p>

Place: Derabassi
Date: August 3, 2023
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection
Limited

Sd/-
Rishu Chatley
Company Secretary cum
Compliance Officer



EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013.

Item No.1

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at its meeting held on August 3, 2023 had appointed Mrs. Tara Subramaniam (DIN:07654007) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from August 3, 2023 to August 2, 2028 (both days inclusive) subject to the approval of the shareholders through special resolution to strengthen and broadbase the Board.

Mrs. Tara Subramaniam, aged around 70 years is having a bachelor's degree in law from the University of Bombay and has over 39 years of work experience in Banking, Real Estate, Project financing, Business development. She has held various positions at Housing Development Finance Corporation Limited, JM Financial Group, and SGE Advisors (India) Private Limited. The Company has received following documents with regard to her appointment as an Independent Director of the Company:

- (i) Consent in writing from Mrs. Tara Subramaniam to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mrs. Tara Subramaniam to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other authority.
- (v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") in their meeting held on 3rd August, 2023, prior to the Board Meeting had recommended the candidature of Mrs. Tara Subramaniam in view of her rich experience in Corporate Sector holding various top positions and vast knowledge and expertise in Banking, real estate, project financing and business development.

Based on the recommendations of Nominations and Remuneration Committee and in the opinion of the Board, Mrs. Tara Subramaniam fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted and is satisfied that Mrs. Tara Subramaniam skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mrs. Tara Subramaniam is eligible for appointment as an Independent Director.

Further, Mrs. Tara Subramaniam has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Tara Subramaniam has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mrs. Tara Subramaniam has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Punjab Chemicals and Crop Protection Limited or its subsidiaries amounting to ten percent or more of its gross turnover.



A copy of the draft letter for the appointment of Mrs. Tara Subramaniam as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to September 26, 2023.

The resolution seeks the approval of members for the appointment of Mrs. Tara Subramaniam as an Independent Director of the Company from August 3, 2023 to August 2, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. September 26, 2023.

The profile and specific areas of expertise of Mrs. Tara Subramaniam and other relevant information as required under the Act, Listing Regulations and SS-2 are provided in the additional information which forms part of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mrs. Tara Subramaniam as an Independent Director of the Company, as a special resolution as set out above.

None of the Directors, key managerial personnel or their relatives except Mrs. Tara Subramaniam, are, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item no. 1 of this Notice.

The Board recommends the special resolution set forth in this notice as item no. 1 for the approval of Members.

Item No.2

Mr. Shalil Shashikumar Shroff (DIN: 00015621) was re-appointed as the Managing Director of the Company for a period of three (3) years from 15th January, 2021 to 14th January, 2024 by way of Postal Ballot dated on 28th December, 2020 on the terms and conditions including remuneration as set out in the relevant explanatory statement annexed to the notice of Postal Ballot dated 20th November, 2020. Thereafter, in the 46th Annual General Meeting held on 10th August, 2022, the remuneration including commission was further revised w.e.f. 1st September, 2022 till the remaining period of his appointment i.e. upto 14th January, 2024 with the approval of the members by way of special resolution.

The current tenure of Mr. Shalil Shashikumar Shroff as Managing Director will end on 14th January, 2024 and a fresh appointment has to be made by way of special resolution.

Therefore, keeping in view of important role and vast experience and contribution in the growth of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on August 3, 2023 in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Listing Regulations and subject to the approval of the Members of the Company and/ or any other regulatory approvals, if required, have proposed/recommended the re-appointment of Mr. Shalil Shashikumar Shroff (the 'Appointee') as the Managing Director of the Company for a period of five (5) years w.e.f. January 15, 2024 to January 14, 2029 and payment of his remuneration for a period of three



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(3) years with effect from 15th January, 2024 to 14th January, 2027 in compliance with schedule V and other relevant provisions of the Companies Act, 2013 and Listing Regulations.

The Board while re-appointing Mr. Shalil Shashikumar Shroff as the Managing Director of the Company, considered his background, experience and contribution to the Company. A brief profile of Mr. Shalil Shashikumar Shroff, including nature of his expertise and other relevant information as required under the Act, Listing Regulations and SS-2 are provided in the additional information which forms part of this Notice.

Further, Mr. Shalil Shashikumar Shroff is not disqualified from being re-appointed as a Director in terms of section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the Act and Part-1 of Schedule V to the Act and applicable provisions of Listing Regulations, for being eligible for his re-appointment.

The terms and conditions including remuneration is as under:

S.N.	Particulars	Remuneration for the period From 15th January, 2024 till 14th January, 2027
1.	Basic Salary:	Rs.11,00,000 per month in the scale of Rs. 10,00,000 to Rs. 15,00,000. The annual increment will be effective from 1 st April each year and the amount of increment shall be fixed taking into account the Company's performance and as decided by the Nomination and Remuneration Committee and the Board of Directors, subject to the overall limit prescribed under the Companies Act, 2013.
2.	Commission:	Mr. Shalil Shashikumar Shroff shall be paid Commission, as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of performance parameters as may be determined by the Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to the Managing Director within the overall the limits approved by the members of the Company and shall be in compliance with Section 197 read with Schedule V of the Companies Act and related rules.
3.	Perquisites:	The perquisites for each year not to exceed the annual basic salary of the Appointee. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable.
		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.
		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.
		3.	The Appointee shall be entitled for the following perquisites which shall not be included in the computation of the ceiling on remuneration:
		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.
		ii.	Gratuity payable as per the rules of the Company.
		iii.	Encashment of leave at the end of his tenure as per the rules of the Company and as applicable to the senior executives.
4.	Other Terms:	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.
		b)	Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred in performance of duties.
		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.
		d)	In the event of any dispute or difference arising at any time between Mr. Shalil Shashikumar 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.
5.	Minimum Remuneration:		If, in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such event, the remuneration by way of salary, perquisites and commission as specified above will be paid as the Minimum Remuneration, subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force."

The above mentioned remuneration 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 it may deem fit, within the maximum amount permissible to be paid to the Managing Director in accordance with the provisions of the Companies Act, 2013, including those of Schedule V or any amendments thereto made hereafter in this regard. Other details required to be disclosed in terms of the provisions of Schedule V of the Companies Act, 2013 form part of this Notice.



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The draft of Agreement to be entered into between the Company and Mr. Shail Shashikumar Shroff for remuneration is available for inspection by the Members at the Registered Office of the Company from 11:00 a.m. to 1:00 p.m. during business hours on any working day except Saturday and Sunday till the last day of remote e-voting.

In compliance with the provisions of Companies Act, 2013 and the relevant rules made thereunder read with Schedule V to the Act, the approval of the Members is sought for the re-appointment and remuneration payable to Mr. Shail Shashikumar Shroff as Managing Director of the Company, as a special resolution as set out above.

None of the Directors, key managerial personnel or their relatives except, except Mr. Shail Shashikumar Shroff himself and Capt. S.S Chopra (Retd.), being relative of Mr. Shail Shashikumar Shroff, are, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item no. 2 of this Notice.

The Board recommends the special resolution set forth in this notice as item no. 2 for the approval of Members.

Place: Derabassi
Date: August 3, 2023
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection
Limited

Sd/-
Rishu Chatley
Company Secretary cum
Compliance Officer



ADDITIONAL INFORMATION ON DIRECTORS BEING APPOINTED/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:

Name of the Director	Mrs. Tara Subramaniam	Mr. Shalil Shashikumar Shroff
DIN	07654007	00015621
Date of Birth	September 7, 1952	December 11, 1964
Age	70 years	59 years
Date of first appointment	It is proposed to appoint Tara Subramaniam as Director for her first term on the Board and hence, these details are not applicable.	15.01.1998
Qualifications	Bachelor's degree in law from the University of Bombay	Management Diploma from the University of Deopage– USA
Expertise in specific functional areas	She has over 39 years of work experience in Banking, Real Estate, Project financing, Business development. She has held various positions at Housing Development Finance Corporation Limited, SGE Advisors (India) Private Limited and was Managing Director of JM Financial Group. She also works as Maha RERA Conciliator. She is a member of the governing council of the National Real Estate Development Council (NAREDCO) and has also served as the Founder President of MAHI, the women's wing of NAREDCO.	He is 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. 15th January, 1998. He was elevated to the position of the Managing Director in 2003. 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, new customers, exploring new products and public relations. He is fully involved in the overall working of the Company.
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	1. Restaurant Brands Asia Limited 2. Vascon Engineers Limited 3. Tips Industries Limited 4. JM Financial Home Loan Limited 5. Deltatech Gaming Limited	Nil
Membership of Committees/ Chairmanship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Memberships : 6 Chairmanships: 2	N.A.



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Listed entities from which Director has resigned from Directorships in the Last three (3) years.	Nil	Nil
No. of Board Meetings attended during the year 2023-2024(held till the date of Notice)	1 (3 rd August, 2023)	2
Skills and capabilities required for the role and the manner in which Subramaniam meets such requirements	Please refer to the explanatory statement	Please refer to the explanatory statement
No. of shares held	Nil	2,30,581 (1.88%)
Relationships between Directors inter-se	Nil	He is related to Capt. S.S Chopra (Retd.), who is a Director on the Board of the Company.
Terms and conditions of appointment or re-appointment of Director	As per the resolution of this Notice read with the explanatory statement thereto	As per the resolution of this Notice read with the explanatory statement thereto
Remuneration proposed to be paid	Shareholders at the 45th AGM held on 12 th August, 2021 approved a sum not exceeding 1% of the net profit of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid and distributed among some or all of the non-executive directors of the Company in a manner decided by the Board. Independent Directors are paid remuneration as per the criteria set by the Board from time to time in accordance with the shareholders' approval at 45th AGM. The detailed criteria is available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed from web link.	Please refer to the explanatory statement.



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 Agro Chemicals, 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 (Standalone & Consolidated Basis)	(Rs. In lakh)				
		Particulars	Consolidated		Standalone	
			FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
		Revenue from Operations and Other Income	100956	93439	100770	93129
		Earnings before Interest, Depreciation & Tax & Exceptional item (EBIDTA)	12592	14062	12553	13908
		Profit / (Loss) before Tax (PBT)	8888	11161	8872	11042
		Profit / (Loss) after Tax (PAT)	6110	8346	6094	8082
		Other Comprehensive income / (expense) for the year (net of tax)	(242)	8	(92)	(47)
		Total comprehensive income for the year	5868	8354	6002	8035
		Earnings per share (EPS)	49.84	68.07	49.71	65.92
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 APPOINTEES:

	Mr. Shalil Shashikumar Shroff	
Background details	<p>Mr. Shalil Shashikumar Shroff, aged 59 years, having Management Diploma from the University of Deopage – USA, is the Promoter of the Company. He has working experience of more than 31 years.</p> <p>He is 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. 15th January, 1998. He was elevated to the position of the Managing Director in 2003. His prime responsibility includes overall management and handling of all affairs of the Company under the superintendence and control of the Board of Directors.</p> <p>He is directly looking after Export marketing, general administration, new customers, exploring new products and public relations. He is fully involved in the overall working of the Company.</p> <p>Presently, he is on the Board of Hem-Sil Trading & Manufacturing Pvt. Ltd., SD Agchem (Europe) N.V., SSRS Trading & Manufacturing Pvt. Ltd. and Scarlett Enterprises Pvt, Ltd.</p>	
Past Remuneration	2021-22 (Rs. in lakh)	2022-23 (Rs. in lakh)
Total Annual Salary	320	348
Recognition or Awards	<p>The Company has received the following awards:</p> <ul style="list-style-type: none">A. State Award for Export Promotion in the Year 1990-91.B. Export House Recognition in the year 1999.C. Punjab State Safety Award in the year 2002.D. 2nd Chemexcil Award on Export performance for the year 2000-01.E. Chemexcil Gold Award for the outstanding export performance of Inorganic and Organic Chemicals during 2005-06.	
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. 2.	



Notice of Postal Ballot

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 Shashikumar 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	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 the date of this notice, whereas individually he is holding 2,30,581 equity shares (1.88%) of the Company. He is also related to Capt. S.S Chopra (Retd.), who is a Director on the Board of the Company.

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 Shashikumar Shroff i.e. till 14.01.2027.
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.

Place: Derabassi
 Date: August 3, 2023
 CIN: L24231PB1975PLC047063
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 Regd. Office: Milestone 18
 Ambala Kalka Road
 Village & P.O. Bhankharpur
 Derabassi, Dist. SAS Nagar
 Mohali (Punjab) - 140201, India

By order of the Board
 For Punjab Chemicals and Crop Protection
 Limited

Sd/-
Rishu Chatley
 Company Secretary cum
 Compliance Officer