



# 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

23rd August, 2018

**E filing**

The Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Wing, P.J  
Towers  
Dalal Street Fort  
MUMBAI-400 001

Scrip Code: 506618  
Tel No.: 022-22728073

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

**SUB: ANNUAL GENERAL MEETING AND BOOK CLOSURE NOTICE**

Dear Sirs,

This is to inform you that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held on Thursday, the 20<sup>th</sup> September, 2018, at Hotel Paras Chandigarh-Ambala Highway, Derabassi Distt Mohali - Punjab.

The Notice alongwith Annual Report for the year 2017-2018 is attached herewith.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to further inform you that the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 13<sup>th</sup> September, 2018 to Thursday, the 20<sup>th</sup> September, 2018 (both days inclusive).

Kindly take the same on your record.

Thanking you,  
Yours faithfully,  
For PUNJAB CHEMICALS AND  
CROP PROTECTION LIMITED,

CS. PUNIT K ABROL  
SR. V.P.(FINANCE) & SECRETARY



# PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

CIN No. : L24231PB1975PLC047063

Registered Office: Milestone 18, Ambala Kalka Road, Village & P.O Bhankharpur, Derabassi, Dist. SAS Nagar, Mohali (Punjab)- 140201, Telephone Nos.: 01762- 280086, 280094 Fax Nos.: 01762-280070  
E-mail: info@punjabchemicals.com; website: www.punjabchemicals.com

## NOTICE

**NOTICE** is hereby given that the 42<sup>nd</sup> (Forty Two) Annual General Meeting of the members of Punjab Chemicals and Crop Protection Limited will be held on **Thursday, the 20<sup>th</sup> September, 2018 at Hotel Paras, Chandigarh-Ambala Highway, Derabassi, Distt. S.A.S. Nagar (Mohali), Punjab – 140201 at 10 a.m.** to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended on 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Shivshankar Shripal Tiwari** (DIN No. 00019058), who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

3. **To appoint Smt. Aruna R. Bhinge (DIN:07474950) as a Director, liable to retire by rotation.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 (the Act) and the Rules framed there under (including any statutory modification (s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any, Smt. Aruna R. Bhinge (DIN: 07474950), who was appointed as an Additional Director by the Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the conclusion of this Annual General Meeting and being eligible for appointment be and is hereby appointed as a Woman Director of the Company, liable to retire by rotation.”

4. **To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2019.**

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

“RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 1,10,000/- plus applicable taxes and reimbursement of out of pocket expenses as fixed by the Board of Directors of the Company to M/s Khushwinder Kumar & Co., Cost Accountant, Jalandhar, (Firm Registration No.100123) for audit of the cost records of the Company for the financial year 2018-19 be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or the Audit Committee be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business as set out in Item Nos. 3 and 4 above and the relevant details of the Directors seeking re-appointment/ appointment under Item Nos. 2 & 3 above as required by Regulation 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards – 2 on General Meetings issued by The Institute of Company Secretaries of India are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT (48) HOURS before the commencement of the Annual General Meeting. A Proxy form is sent herewith.
4. Proxies submitted on behalf of limited Companies, LLP, etc., must be supported by appropriate resolution/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total



- share capital of the Company. In case, proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  6. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No supported by appropriate resolution wherever applicable.
  7. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
  8. In terms of the provisions of Section 152 of the Act, Shri Shivshankar Shripal Tiwari, Director shall retire by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.
  9. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 14, 2017.
  10. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, 13<sup>th</sup> September, 2018 to Thursday, 20<sup>th</sup> September, 2018 (both days inclusive).
  11. Members seeking any information with regard to the Accounts are requested to write to the Company at least ten (10) days in advance, so as to enable the Management to keep the information ready at the meeting.
  12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
  13. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
  14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company situated at Milestone 18, Ambala Kalka Road, Village & P.O Bhankharpur, Derabassi, Dist. SAS Nagar, Mohali (Punjab)-140201 on all working days, except Saturday and Sunday, during business hours upto the date of the Meeting.
  15. Members are requested that the Registrar and Share Transfer Agent of the Company -M/s Alankit Assignments Ltd. be immediately intimated of any change in their addresses, e-mail Ids, contact numbers, bank details, ECS mandate, Nomination, etc. in respect of the equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form. This will help the Company and the Registrar to provide better and efficient services.
  16. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Alankit Assignments Ltd., Registrar and Share Transfer Agent.
  17. Pursuant to SEBI mandate vide circular dated April 20, 2018, Members holding shares in physical mode whose ledger folios have not been updated with Permanent Account Number (PAN) and Bank account details are required to submit the same to Alankit, for updation.
  18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website at [www.punjabchemicals.com](http://www.punjabchemicals.com). Members holding shares in physical form may submit the same to M/s Alankit Assignments Ltd., Registrar and Share Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.
  19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s Alankit Assignments Ltd., Registrar and Share Transfer Agent, for consolidation into a single folio. They are also requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. The members can contact the Company or the Registrar and Share Transfer Agent for such service.



20. Electronic copy of the Notice of the AGM alongwith the Annual Report for the Financial Year (FY) 2017-18 is being sent to all the Members whose email-IDs are registered with the Company/ Depository Participant (s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017-18 are being sent through the permitted mode. Members may also note that the Annual Report for the FY 2017-18 will also be available on the Company's website [www.punjabchemicals.com](http://www.punjabchemicals.com) for their download.

21. **With a view to support the 'Green Initiative', members are requested to register / update their e-mail addresses, with their Depository Participants (DP) and ensure that the same is also updated with their respective DP. This will enable the Company to send communications electronically.**

22. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid /unclaimed for a period of 7 (seven) consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. Accordingly, the Company has transferred 1,09,179 Ordinary Shares of the face value of Rs. 10 per share to the demat account of the IEPF Authority during the financial year 2017-18.

The Company had sent individual notice to all the shareholders whose shares were due to be transferred to the IEPF Authority and has also published newspaper advertisement in this regard. The details of such shares transferred to IEPF has been uploaded on the website of the Company at [www.punjabchemicals.com](http://www.punjabchemicals.com).

The Members/claimants whose shares and unclaimed dividend have been transferred to the IEPF Authority can claim the same by making an application to the IEPF Authority in Form IEPF- 5 along with requisite documents (available on [www.iepf.gov.in](http://www.iepf.gov.in)) and sending duly signed physical copy of the same to the Company along with requisite documents prescribed in Form IEPF-5. Member/ claimant can file only one consolidated claim in a financial year as per the IEPF Rules. No claims shall lie against the Company in respect of the dividend/shares so transferred.

23. SEBI has decided that securities of listed companies can be transferred only in dematerialised form w.e.f. 5<sup>th</sup> December, 2018. In view of the above members are advised to dematerialise shares held by them in physical form.

#### 24. **Voting through electronic means:**

In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL). The facility for voting through poll/ ballot paper will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through poll/ ballot paper. **Members who cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.**

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on **Monday, 17<sup>th</sup> September, 2018 at 9:00 a.m. (IST)** and ends on **Wednesday, 19<sup>th</sup> September, 2018 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 i.e. **Thursday, 13<sup>th</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to e-voting website '[www.evotingindia.com](http://www.evotingindia.com)' during the voting period.
- iv) Click on "**Shareholders**" tab.
- v) Now, enter your User ID:
  - a) For NSDL:- 8 Characters DP ID Followed By 8 Digits Client ID
  - b) For CDSL:- 16 Digits Beneficiary ID
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company
- vi) Next enter the Image Verification as displayed and Click on 'LOGIN'.
- vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:



PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Date of Birth (DOB) or Dividend Bank Details	<p>Please enter the DOB (in dd/mm/yyyy format) or Dividend Bank Details as recorded in your demat account or in the Company records in order to login.</p> <p>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 as mentioned in instruction (v)</p>

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) 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 the 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. Kindly ensure that you note down your password for future reference.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) **Select the EVSN of Punjab Chemicals and Crop Protection Limited.**
- xiii) 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.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) 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 and enter the details as prompted by the system.
- xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xx) Note for Non-Individual Shareholders and Custodians:
- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) 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.
  - d) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) 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.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "HELP" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



25. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
26. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
27. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut off date of 13<sup>th</sup> September, 2018 only shall be entitled to avail the facility of remote e-voting.
28. Shri S. K Sharma, Practicing Company Secretary (C.P No. 3864) has been appointed as the Scrutinizer for scrutinizing the remote e-voting process as well as voting process at the AGM in a fair and transparent manner.
29. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of the Scrutinizer for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
30. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.punjabchemicals.com](http://www.punjabchemicals.com) and on the website of the CDSL after the same is declared by the Chairman/ authorized person. The Results shall also be simultaneously forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
32. **The route map showing directions to reach the venue of the AGM is annexed.**

By order of the Board of Directors

**Punit K Abrol**

Sr. V.P. (Finance) & Secretary

Date: 29<sup>th</sup> May, 2018

**Registered Office:**

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



## EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

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

### ITEM NO. 3:

As per the provisions of Section 149 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company as well as every other public Company having paid up share capital of Rs 100 crores or more or turnover of Rs. 300 crores or more is required to appoint atleast one Woman Director on the Board of the Company.

In view of the resignation of Smt. Sindhu Seth, it is required to appoint another Woman Director on the Board of the Company. Accordingly, the Board of Directors of the Company at its meeting held on 29<sup>th</sup> May, 2018, appointed Smt. Aruna R. Bhinge (DIN: 07474950) as an Additional Director of the Company, based on the recommendation of the Nomination and Remuneration Committee. Pursuant to the provisions of Section 160 and 161 of the Act she holds office of Director only upto the conclusion of this Annual General Meeting. She is a Company Director, Consultant and Coach. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Smt. Aruna R. Bhinge for the office of Director. The requirement of deposit of amount while appointing a new Director of the Company is done away vide notification dated February 9, 2018 issued by the Ministry of Corporate Affairs, New Delhi, provided the appointment of Director is recommended by the Nomination and Remuneration Committee of the Company.

The Nomination and Remuneration Committee in its meeting held on 29<sup>th</sup> May, 2018 assessed the profile of Smt. Aruna R. Bhinge and recommended her appointment as Non Executive Non Independent Woman Director, liable to retire by rotation to the Board of Directors of the Company.

The detailed profile of Smt. Aruna R. Bhinge regarding Directorship and Committee position held by her is included separately in the Notice and report on Corporate Governance forming part of the Annual Report.

The Company has received from Smt Aruna R. Bhinge (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub section (2) of Section 164 of the Act.

Copy of the above referred documents shall be open for inspection without any fee by the members at the Company's Registered Office during normal business hours on any working

day, excluding Saturday and Sunday upto the date of the Meeting. Smt Aruna R Bhinge is interested in the resolution set out at Item No. 3 of the Notice with regard to her appointment. Relatives of Smt Aruna R Bhinge may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for the approval of the Members.

### ITEM NO.4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s Khushwinder Kumar & Co. Cost Accountant, Jalandhar (Firm Registration No.100123) as the Cost Auditor of the Company to conduct audit of the cost records of all the Divisions of the Company for the financial year 2018-19 on a consolidated remuneration of Rs. 1,10,000/- (Rupees One Lac ten thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

By order of the Board of Directors

**Punit K Abrol**

Sr. V.P. (Finance) & Secretary

Date: 29<sup>th</sup> May, 2018

### Registered Office:

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



**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, IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE:**

Name of the Director	Shri Shivshankar Shripal Tiwari
DIN	00019058
Date of Birth	August 30, 1953
Age	65 Years
Date of first appointment	May 28, 2015
Qualifications	M.Sc., Post graduate Diploma-Business Management
Expertise in specific functional areas	He is experienced in managing the chemical plants, production, manpower and domestic commercial market of chemicals.
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Not Applicable
Membership of Committees/ Chairmanship in other Public Limited Companies	Not Applicable
No. of Board Meeting attended during the year 2017-18	5
No. of shares held	11,589
Relationships between Directors inter-se	No
Terms and conditions of appointment or re-appointment	Non-Executive Non-Independent Director liable to retire by rotation
Remuneration last drawn (including Sitting fees, if any)	Sitting fees as disclosed in report on corporate governance forming part of Annual Report for FY 2017-18.

Name of the Director	Smt. Aruna R. Bhinge
DIN	07474950
Date of Birth	September 9, 1957
Age	61 Years
Date of first appointment	May 29, 2018
Qualifications	Master of Management Studies from Narsee Monjee Institute of Management Studies, Master of Science from University of Bombay.
Expertise in specific functional areas	More than 30 years of experience with leadership positions in business strategy, marketing, sales, projects & partnership in the healthcare and agri business sectors.
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Mahindra Agri Solutions Limited. Laurus Labs Limited.
Membership of Committees/ Chairmanship in other Public Limited Companies	1. Member of Audit Committee of Laurus Labs Limited. 2. Member of CSR Committee of Laurus Labs Limited. 3. Chairperson of CSR Committee of Mahindra Agri Solutions Limited.
No. of Board Meeting attended during the year 2017-18	Not Applicable
No. of shares held	Nil
Relationships between Directors inter-se	No
Terms and conditions of appointment or re-appointment	Non-Executive Non-Independent Director liable to retire by rotation
Remuneration last drawn (including Sitting fees, if any)	Not Applicable

**ROAD MAP OF PARAS HOTEL DERABASSI**

