

Punjab Alkalies & Chemicals Limited

NOTICE

Notice is hereby given that the **42nd Annual General Meeting** of the Members of **Punjab Alkalies & Chemicals Limited** will be held in **Tagore Theatre, Sector 18, Chandigarh** on **Wednesday, the 27th September, 2017** at **10.00 hours** to transact the following business:-

As Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Profit and Loss Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Indu Malhotra, IAS (DIN:02986786), who retires by rotation and being eligible offers herself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Hari S. & Associates, Chartered Accountants, Chandigarh (Firm Registration No.007709N) be and is hereby appointed as Auditors of the Company in place of retiring Auditors M/s. S. Tandon & Associates, Chartered Accountants and M/s. A.K. Sood & Associates, Chartered Accountants to hold office from the conclusion of the 42nd Annual General Meeting until the conclusion of the 47th Annual General Meeting to be held in the year 2022 (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting) and that their remuneration be fixed by the Board of Directors of the Company."

As Special Business

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that Shri Rakesh Kumar Verma, IAS (DIN:01541990), who was appointed an Additional Director in the capacity of Chairman of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 2013 on the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed a Director in the capacity of Chairman of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."
5. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that Shri Amit Dhaka, IAS (DIN:07156656), who was appointed an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 2013 on the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."
6. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby accorded to the appointment of Shri Moneesh Kumar, PCS (DIN: 07702547) as Managing Director of the Company for a period 2nd January, 2017 to 20th March, 2017, at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.
RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary to give effect to this resolution."
7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby accorded to the appointment of Shri Amit Dhaka, IAS (DIN: 07156656) as Managing Director of the Company for a period of five years with effect from 20th March, 2017, at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.
RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary to give effect to this resolution."



8. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval be and is hereby accorded to the appointment of M/s. J.K. Kabra & Co., Cost Accountants as the Cost Auditors of the Company, for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2017-18 at a remuneration of Rs.22,500/- (Rupees Twenty Two Thousand and Five Hundred only) besides the reimbursement of out of pocket expenses.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary to give effect to this resolution."

Registered Office:
S.C.O.125-127,
Sector 17-B,
Chandigarh-160 017
CIN: L24119CH1975PLC003607
Dated: August 16, 2017

By Order of the Board of Directors
Sd/-
(SUGANDHA KUKREJA)
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY (BLANK FORM ENCLOSED) DULY STAMPED, COMPLETED AND SIGNED SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at item Nos. 3 to 8 is annexed. The relevant details of the Directors proposed to be appointed/ re-appointed at the Annual General Meeting, as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are also annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2017 to 27th September, 2017 (both days inclusive).
4. Members who have not yet paid the Allotment Money on their new equity shares are requested to remit the same together with interest thereon.
5. The unclaimed Dividends for the years 1989 - 90, 1990 - 91, 1991 - 92, 1992 - 93, 1993 - 94 and 1994 - 95 have been transferred to the General Revenue Account of the Central Government in terms of Section 205A of the Companies Act, 1956. The unclaimed Dividends for the years 1995-96 and 1996-97 have been transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 205A read with Section 205C of the Companies Act, 1956.
6. Members are requested to notify immediately changes, if any, in their registered address to the Company or its Registrars & Share Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited, specifying full address in Block Capitals with PIN Code of the Post Office.
7. (a) Members who have not registered their e-mail address and changes, if any, in the same, with the Company for the purpose of receiving notices, documents, Annual Reports and other shareholders' communications, etc., electronically, by e-mail, are requested to register their latest e-mail address, with (i) the Company or its Registrars & Share Transfer Agents in case of shares held in Physical Mode and (ii) the Company or its Registrars & Share Transfer Agents and/or their Depository through their Depository Participant in case of shares held in Dematerialised Mode; and send the 'Form for Registering E-mail Address' available on the Company's Website www.punjabkalkalies.com, duly completed and signed, to the Company or its Registrars & Share Transfer Agents.
(b) The said documents will also be available on the Company's Website www.punjabkalkalies.com and physical copies of the same will also be available for inspection at the Registered Office of the Company during business hours on any working day. Members who register their e-mail address, will be entitled to get a physical copy of the said documents upon receipt of a request.

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8. Members are requested to submit their Income Tax Permanent Account Number (PAN) details alongwith a self certified copy of their PAN Card to (a) the Company or its Registrars & Share Transfer Agents in case of shares held in Physical Mode and (b) their Depository through their Depository Participant in case of shares held in Dematerialised Mode; in view of the Securities and Exchange Board of India's mandate.
9. Members are requested to bring with them the attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
10. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
11. Members are requested to bring their copy of the Annual Report alongwith them to the Annual General Meeting.
12. The Remote E-Voting and Ballot facilities are being provided to the Members in respect of the business to be transacted in the Annual General Meeting of the Company. The detailed process and instructions for Remote E-Voting are enclosed and the same form an integral part of this Notice
13. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for 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.

14. No Gift or Gift Coupon will be distributed at the Annual General Meeting.

EXPLANATORY STATEMENT

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

ITEM NO.3

The members of the Company had appointed M/s. S. Tandon & Associates, Chartered Accountants and M/s. A.K. Sood & Associates, Chartered Accountant, as Auditors of the Company in the 39th Annual General Meeting (AGM) held on 29th September, 2014 to hold the office from the conclusion of 39th AGM to the conclusion of 42nd AGM in the year 2017 (subject to ratification by members at every AGM) in terms of provisions of Section 139 of the Companies Act, 2013. Subsequently, the appointment of M/s. S. Tandon & Associates, Chartered Accountants and M/s. A.K. Sood & Associates, Chartered Accountant, as Auditors of the Company had been duly ratified by the members in the AGM held on 29th September, 2015 and 29th September, 2016.

Accordingly, M/s. S. Tandon & Associates, Chartered Accountants and M/s. A.K. Sood & Associates, Chartered Accountant, are holding office of Auditors of the company upto the conclusion of 42nd AGM of the Company.

The Board of Directors of the Company have recommended the appointment of M/s. Hari S. & Associates, Chartered Accountants (Firm Registration No. 007709N) as Auditors of the company to hold the office from the conclusion of 42nd AGM to the conclusion of 47th AGM in the year 2022 (subject to ratification of members at every Annual General Meeting).

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from M/s. Hari S. & Associates, Chartered Accountants (Firm Registration No. 007709N) to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and that they satisfy the criteria provided in Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified to be appointed.

The Directors recommend the Resolution as set out at Item No. 3 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution as set out at Item No. 3 of the Notice.

ITEM NOS. 4 and 5

The Punjab State Industrial Development Corporation Limited (PSIDC) has under the provisions of Articles 129 (a) and 159 (1) of the Articles of Association of the Company nominated Shri Rakesh Kumar Verma, IAS, Secretary to Govt. of Punjab, Department of Industries & Commerce as Director and Chairman of the Board of Directors of the Company with effect from 30th June, 2017. Accordingly, Shri Rakesh Kumar Verma, IAS was appointed an Additional Director in the capacity of Chairman of the Company with effect from 30th June, 2017 by the Board of Directors.

The PSIDC has under the provisions of Article 129 (a) of the Articles of Association of the Company nominated Shri Amit Dhaka, IAS, as Director on the Board of Directors of the Company with effect from 20th March, 2017. Accordingly, Shri Amit Dhaka, IAS, was appointed an Additional Director of the Company with effect from 20th March, 2017 by the Board of Directors.

Under the provisions of Section 161(1) of the Companies Act, 2013 they hold office as Directors till the date of the ensuing Annual General Meeting. They are however eligible for reappointment.

The Company has received notices in writing from Members pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose at the ensuing Annual General Meeting, the appointment of Shri Rakesh Kumar Verma, IAS and Shri Amit Dhaka, IAS as Directors.



Shri Rakesh Kumar Verma, IAS and Shri Amit Dhaka, IAS, have given declarations that they are not disqualified from being appointed as Directors under Section 164 of the Companies Act, 2013 and have given their respective consents to act as Directors.

The brief Profile of the said Directors is given in the Annexure to this Notice.

The Directors recommend the Resolutions for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolutions set out at Item Nos. 4 of the Notice excepting Shri Rakesh Kumar Verma, IAS.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution set out at Item No. 5 of the Notice excepting Shri Amit Dhaka, IAS to the extent of remuneration payable to him.

This Explanatory Statement together with the Resolution set out at Item No.5 of the accompanying Notice is and should also be treated as an abstract of the terms and memorandum of interest under Section 190 and other applicable provisions of the Companies Act, 2013.

ITEM NO. 6

The Board of Directors of the Company, in its meeting held on 2nd January, 2017, had pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions, if any, of the applicable Rules thereunder and subject to the approval of the Shareholders, appointed Shri Moneesh Kumar, PCS, as Managing Director of the Company for a period of five years with effect from 2nd January, 2017 at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013.

Shri Moneesh Kumar, PCS has done B.A. (Hons.). He belongs to the Punjab Civil Services.

Shri Moneesh Kumar, PCS has resigned as Director and Managing Director of the Company with effect from 20th March, 2017 consequent upon withdrawal of his nomination by PSIDC.

The approval of the members is sought for appointment of Shri Moneesh Kumar, PCS as Managing Director of the Company for a period 2nd January, 2017 to 20th March, 2017.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

The Directors recommend the Resolution for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution excepting Shri Moneesh Kumar, PCS (Who ceased to be Director of the Company with effect from 20th March, 2017) to the extent of remuneration payable to him.

This Explanatory Statement together with the Resolution set out at Item No. 6 of the accompanying Notice is and should also be treated as an abstract of the terms and memorandum of interest under Section 190 and other applicable provisions of the Companies Act, 2013.

ITEM NO. 7

The Board of Directors of the Company, in its meeting held on 20th March, 2017, had pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions, if any, of the applicable Rules thereunder and subject to the approval of the Shareholders, appointed Shri Amit Dhaka, IAS, as Managing Director of the Company for a period of five years with effect from 20th March, 2017 at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013.

Shri Amit Dhaka, IAS has done B.Sc., M.B.A. and LL.B. He belongs to the Indian Administrative Service. He has about 13 years of rich and varied administrative experience to his credit.

The approval of the members is sought for appointment of Shri Amit Dhaka, IAS as Managing Director of the Company for a period of five years with effect from 20th March, 2017.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

The Directors recommend the Resolution for the approval of the members.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution excepting Shri Amit Dhaka, IAS to the extent of remuneration payable to him.

This Explanatory Statement together with the Resolution set out at Item No. 7 of the accompanying Notice is and should also be treated as an abstract of the terms and memorandum of interest under Section 190 and other applicable provisions of the Companies Act, 2013.

ITEM NO. 8

The Board of Directors of the Company, on the recommendation of the Audit Committee, has, subject to the approval of the Shareholders, appointed M/s. J.K. Kabra & Co., Cost Accountants as Cost Auditors of the Company for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2017 - 18 at a remuneration of Rs.22,500/- (Rupees Twenty Two Thousand and Five Hundred only) besides the

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reimbursement of out of pocket expenses.

The approval of the members is sought for the said appointment and remuneration of M/s. J.K. Kabra & Co., Cost Accountants as Cost Auditors of the Company for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2017-18, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014.

The Directors recommend the Resolution for the approval of the members.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution.

Registered Office:
S.C.O.125-127,
Sector 17-B,
Chandigarh-160 017
CIN: L24119CH1975PLC003607
Dated: August 16, 2017

By Order of the Board of Directors
Sd/-
(SUGANDHA KUKREJA)
Company Secretary



ANNEXURE TO NOTICE

Details of the Directors proposed to be appointed/re-appointed at the 42nd Annual General Meeting on 27th September, 2017
(Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of the Director	Smt. Indu Malhotra, IAS, Director	Shri Rakesh Kumar Verma, IAS, Chairman & Director	Shri Anil Dhaka, IAS, Managing Director	Shri Moneesh Kumar, PCS, Managing Director
Date of Birth	29 th September, 1963	25 th April, 1971	24 th January, 1975	16 th April, 1968
Date of Appointment	26 th May, 2016	30 th June, 2017	20 th March, 2017	2 nd January, 2017
Qualifications	M.Sc.(Zoology), M.Phil., Ph.D.	Computer Science & Engineering	B.Sc., M.B.A., LL.B	B.A. (Hons.)
Expertise in specific functional areas	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration	Punjab Civil Service Officer
Directorships of other Companies as on 16 th August, 2017	Managing Director Punjab State Industrial Corporation Limited Director Patiala City Local Bus Services Limited Punjab Small Industries and Export Corporation Limited	Chairman & Director Punjab Communications Limited Director Punjab State Industrial Development Corporation Limited Punjab Small Industries and Export Corporation Limited	Director Punjab State Industrial Development Corporation Limited Greater Mohali City Bus Service Limited	-
Chairmanships/Memberships of the Committees of the Board of Companies as on 16 th August, 2017	-	-	Punjab Alkalies & Chemicals Limited Share Transfer Committee - Chairman Risk Management Committee- Chairman Audit Committee-Member Stakeholders Relationship Committee-Member	-

Number of Equity Shares of the Company held Nil Nil Nil Nil Nil

pacl Punjab Alkalies & Chemicals Limited

(CIN: L24119CH1975PLC003607)
Registered Office: SCO 125-127, Sector 17-B, Chandigarh - 160017
Form No. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./ DP ID/ Client ID :	

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint:

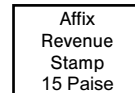
1. Name: _____ Address: _____
E-mail Id : _____ Signature: _____, or failing him/ her
2. Name: _____ Address: _____
E-mail Id : _____ Signature: _____, or failing him/ her
3. Name: _____ Address: _____
E-mail Id : _____ Signature: _____

as my/our proxy to attend and vote (on a poll or otherwise) for me/us and on my/our behalf at the 42nd Annual General Meeting of the company, to be held on Wednesday, the 27th day of September, 2017 at 10.00 Hours in Tagore Theatre, Sector 18, Chandigarh and at any adjournment thereof in respect of the Resolutions indicated in the Notice dated 16th August, 2017 convening the said Annual General Meeting.

Signed this _____ day of _____, 2017.

Signature of Member(s)

Signature of Proxy holder(s)



- Notes:
1. The Proxy need NOT be a Member.
 2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 3. **No Gift or Gift Coupon will be distributed at the Annual General Meeting.**