



Punjab Alkalies & Chemicals Limited

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



NOTICE

Notice is hereby given that the **47th Annual General Meeting** of the Members of **Punjab Alkalies & Chemicals Limited** will be held on **Thursday, the 15th September, 2022** at **12.30 Hours through Video Conferencing (VC) or other Audio Visual Means (OAVM)** to transact the following businesses:-

As Ordinary Business

1. To receive, consider and adopt:
 - (i) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, and the Reports of the Board of Directors and the Auditors thereon and
 - (ii) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the reports of the Auditors thereon.
2. To appoint a Director in place of Shri Jagbir Singh Ahlawat (DIN: 01139187), Non-Executive and Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. S. Tandon & Associates, Chartered Accountants (Firm Registration No. 006388N) as Statutory Auditors of the Company.

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), and pursuant to the recommendation of Audit Committee and the Board of Directors of the Company, M/s. S. Tandon & Associates, Chartered Accountants, Chandigarh (Firm Registration No. 006388N), be and is hereby appointed as Statutory Auditors of the Company in place of retiring Auditors, M/s. Hari S. & Associates, Chartered Accountants for a consecutive period of Five (5) years from the conclusion of the 47th Annual General Meeting until the conclusion of the 52nd Annual General Meeting to be held in the year 2027 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:-

Contd....

“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 of the members be and is hereby accorded to ratify the remuneration of Rs.50,000/- (Rupees Fifty Thousand only) besides the reimbursement of out of pocket expenses payable to M/s. Kabra & Associates, Cost Accountants (Firm Registration No.000075), who have been appointed 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 2022-23.

RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Directors of the Company and Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Ms. Teesta Sandhu (DIN: 09415955) who was appointed as Additional (Woman) Director, in an Independent capacity, by the Board of Directors, in respect of whom the Company has received notice in writing from a member pursuant to section 160 of the Companies Act, 2013 proposing her candidature for the office of Director who has signified her consent to act as an Independent Director of the Company and submitted a declaration that she meets the criteria for appointment of an Independent Director under the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five (5) consecutive years with effect from 2nd December, 2021.”

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

“RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including statutory modification(s) or re- enactment thereof for the time being in force), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board), to enter into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) in ordinary course of business and on arm's length basis during the financial year 2022-23 with related parties within the meaning of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to this notice on such terms and conditions as defined in the related party contracts.

RESOLVED FURTHER THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force), contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto) entered in ordinary course of business and on arm's length basis with related parties during the Financial year 2021-22, as more particularly enumerated in the explanatory statement annexed to this notice on such terms and conditions as defined in the related party contracts, be and are hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”

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

“RESOLVED that pursuant to the provisions of Sections 203, 196, 197, 198 read with Schedule V and all 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), on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for the revision in terms of remuneration of Shri Naveen Chopra (DIN: 08465391), Managing Director of the Company, as set out in the Explanatory Statement annexed to this Notice, with effect from 1st April, 2022, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all other terms of his appointment including tenure of appointment will remain the same.

RESOLVED FURTHER that where in any financial year during the tenure of Shri Naveen Chopra, the Company is having no profits or inadequate profits as contemplated under the provisions of the Section II of Part II of the Schedule V to the Companies Act, 2013, the remuneration shall be paid by the Company as minimum remuneration for the remaining period of his tenure by way of salary and allowances as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Directors of the Company and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and

things as may be necessary or expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company in this regard.”

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

“RESOLVED that pursuant to the provisions of Sections 203, 196, 197, 198 read with Schedule V and all 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), on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for the revision in terms of remuneration of Shri Jatin Dahiya (DIN: 08106876), Executive Director of the Company, as set out in the Explanatory Statement annexed to this Notice, with effect from 1st April, 2022, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER that all other terms of his appointment including tenure of appointment will remain the same.

RESOLVED FURTHER that where in any financial year during the tenure of Shri Jatin Dahiya, the Company is having no profits or inadequate profits as contemplated under the provisions of the Section II of Part II of the Schedule V to the Companies Act, 2013, the remuneration shall be paid by the Company as minimum remuneration for the remaining period of his tenure by way of salary and allowances as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Directors of the Company and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company in this regard.”

By Order of the Board of Directors



(SUGANDHA KUKREJA)
Company Secretary
FCS- 11578

Registered Office:
S.C.O.125-127,
Sector 17-B,
Chandigarh-160 017

CIN: L24119CH1975PLC003607
Dated: 1st August, 2022

NOTES:

1. Pursuant to the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No 20/2020 dated 5th May, 2020 and General Circular No 2/2022 dated 5th May, 2022, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM and Members can attend and participate in the AGM through VC/OAVM. The deemed venue of the meeting shall be the Registered office of the Company at SCO 125-127, Sector 17B, Chandigarh- 160017.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020, 5th May, 2020, and 5th May, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.punjabkalies.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. Institutional investors/ Corporate Shareholders, who are members of the Company, are encouraged to attend and vote at the General Meeting through VC/OAVM facility. Corporate members intending to appoint their authorized representative pursuant to sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of Board resolution to the scrutinizer by email at ajaykcs@gmail.com.

8. It is mandatory vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 to update PAN, Address, Email ID, Bank account details (KYC details) and Nomination details of members, who have not updated the same with RTA in case of physical shareholding and with Depository Participant (DP) in case of Demat shareholding. Henceforth, RTA will attend to all service requests of the members with respect to transmission, dividend, etc., only after updating the above details in the records.

Non-updation of KYC - Folios: wherein any one of the cited details/documents (i.e. PAN, Bank Details, Nomination) are not available on or after 1st April, 2023, shall be frozen by the RTA as per above SEBI circular.

The securities in the frozen folios shall be:

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
- b) eligible for any payment including dividend only through electronic mode and an intimation from the RTA to the holder that the aforesaid such payment is due and shall be made electronically upon complying with the requirements.
- c) referred by the RTA /the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

The RTA shall revert the frozen folios to normal status upon:

- a) receipt of all the aforesaid documents / details
- b) dematerialization of all the securities in such folios.

9. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, mandated listed companies to issue shares in dematerialized form only while processing the service requests including transmission and transposition of securities.

In view of above, and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

10. During the AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, and all other documents referred to in the Notice upon Log-in to CDSL e-voting system at www.evotingindia.com. Members desirous of such inspection are requested to write in advance to the Company Secretary at secretarial@punjabkalties.com for inspection at the AGM.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 10 (Ten) days before the date of the Meeting from their registered e-mail address, mentioning their name, DPID and Client ID number/folio number and mobile number at the Company's investor desk at secretarial@punjabkalties.com so that the information required may be made available at the Meeting.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialised form are, accordingly, requested to submit their PAN to their respective DPs, if they have not done so already. Members holding shares in physical form are requested to submit their PAN to the Company's Registrar and Share Transfer Agent, M/s BEETAL Financial & Computer Services Pvt Ltd. at their email id investor@beetalfinancial.com.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
14. 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 and Secretarial Standards on General Meeting issued by Institute of Company Secretaries of India, are also annexed.
15. The Register of Members and the Share Transfer Books of the Company will remain closed from 9th September, 2022 to 15th September, 2022 (both days inclusive).
16. 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.
17. 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.
18. Members who have not yet registered Email address for the purpose of receiving notices, documents, Annual Reports and other members' communications, etc. are requested to register their latest E-mail address by sending requisite details in prescribed form ISR-1 available on the website of the Company to the Registrars and Transfer Agent (RTA) of the Company viz. Beetal Financial & Computer services Pvt. Ltd. and those members holding shares in Demat mode can also register /update their email address with their respective Depository Participant (DP).
19. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
20. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014 read with notification GSR 207(E) dated 19th March 2015, and as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No 20/2020 dated 5th May, 2020 and General Circular No 2/2022 dated 5th May, 2022, the Company is pleased to offer the option of remote and AGM E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL). The Members can vote electronically either in advance during the e-voting period ("remote e-voting") or on the day of AGM. The Company has appointed Mr. Ajay Arora, Practicing Company Secretary, (FCS No. 2191; CP No. 993) as Scrutinizer.

The MCA in continuation to its previous General Circulars issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2022 on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 & 4 of General Circular No. 20/2020 dated. 5th May, 2020.

The Instructions for Members for Remote E-Voting are as under:

- (i) The voting period begins on 12th September, 2022 at 10.00 hours onwards and ends on 14th September, 2022 at 17.00 hours. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 8th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already e-voted prior to the meeting date would not be entitled to e-vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its members, in respect of all members' resolutions. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links

	<p>provided to access the system of all e-Voting Service Providers i.e.CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.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.nsdl.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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Members (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</p>

	company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

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

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

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

	For Physical members and other than individual members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy)

Bank Details OR Date of Birth (DOB)	format) as recorded in your demat account or in the company records in order to login. • 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
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the “Punjab Alkalies & Chemicals Limited” on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Facility for Non – Individual Members and Custodians –for Remote Voting only.
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@punjabalkalies.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Members attending the AGM through VC/OAVM & E-Voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Members are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at secretarial@punjabalkalies.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at secretarial@punjabalkalies.com. These queries will be replied to by the company suitably by email.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM

facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.

Process for those members whose email addresses are not registered with the depositories for obtaining login credentials for E-voting for the Resolutions proposed in this Notice:

1. For Physical members - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@beetalfinancial.com.
2. For Demat members – please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

21. The Scrutiniser shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
22. The Result shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.punjabkalies.com and CDSL within 2 (two) days of passing of the resolution at the AGM of the company and communicated to the BSE Limited.
23. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. Thursday, 15th September, 2022.

EXPLANATORY STATEMENT

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

Item No.3:

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). However, the same is strictly not required as per Section 102 of the Companies Act, 2013.

M/s. Hari S. & Associates, Chartered Accountants (Regn. No.007709N), Statutory Auditors of the company, have been appointed by the members in the Annual General Meeting held on 27th September, 2017 for a period of five years i.e. from the conclusion of 42nd Annual General Meeting until the conclusion of the 47th Annual General Meeting to be held in the year 2022, at such remuneration as may be fixed by the Board of

Directors. Accordingly, the tenure of M/s. Hari S. & Associates, Chartered Accountants, shall conclude in the ensuing Annual General Meeting. The Board of Directors placed on record their appreciation for the services rendered by M/s. Hari S. & Associates, Chartered Accountants during their tenure as Auditors of the Company.

Further, the Board recommends the appointment of M/s. S. Tandon & Associates, Chartered Accountants (Regn No.006388N) as Auditors of the Company in place of retiring auditors, M/s. Hari S. & Associates, Chartered Accountants in terms of provisions of Section 139 of the Companies Act, 2013 for the approval of members in the ensuing Annual General Meeting, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2027.

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received a written consent from M/s. S. Tandon & Associates, Chartered Accountants, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed thereunder and has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the rules framed there under for appointment as Statutory Auditors of the Company. Further, they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

M/s. S. Tandon & Associates, Chartered Accountants, Chandigarh (Firm Registration No. 006388N) was established in the year 1986 and having experience of more than two decades of handling various assignments of various reputed and big Companies and has attained leading position in the field of Audit, Accounting and VAT in the region.

Accordingly, the Board recommends the Resolution at Item No.3 of the accompanying notice for the approval of the members by way of Ordinary Resolution.

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

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, had, subject to the approval of the Members, appointed M/s. Kabra & Associates, 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 2022-23 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand only) besides the 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.

The approval of the members is sought for the ratification of the payment of above-said remuneration to M/s. Kabra & Associates, Cost Accountants who has been appointed 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 2022-23, 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.

Accordingly, the Board recommends the Resolution at Item No.4 of the accompanying notice for the approval of the members by way of Ordinary Resolution.

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

Item No. 5

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

Ms. Teesta Sandhu aged 41 years, has done MBA with specialization in HR and Marketing. She has 17 plus years of experience which includes working with the Oberoi Group of Hotels, Hilton, Marriott Hotels, Cinepolis India Ltd, Kingfisher Airlines, Forest Essentials and Ethos Pvt. Ltd.

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

The Company has received notice in writing from Member pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose at this Annual General Meeting, the appointment of Ms. Teesta Sandhu as Independent Director of the Company.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company between 11.00 hours to 13.00 hours on all working days and will also be available at the meeting.

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

Considering her rich experience, knowledge and skills, the Board of Directors of the Company recommended the appointment of Ms. Teesta Sandhu, as an Independent Director for a term of five years w.e.f. 2nd December, 2021, to the Members of the Company for their approval by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolutions set out at Item No. 5 of the Notice except Ms. Teesta Sandhu.

Item No. 6:

Pursuant to provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, a Company is required to obtain approval of the Board of Directors and subsequently the Members of the Company by way of Ordinary resolution in case the value of the Related Party Transactions exceeds

the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding Rs.1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of members by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Accordingly, the Board of Directors in its meeting held on 5th May, 2022 had accorded their approval, subject to the approval of members, for related party transactions to be entered during the Financial year 2022-23 for supply and purchase of Liquid Chlorine, Paraffin, Caustic Soda Lye, HCL, high speed Diesel, Tonner Rent, Neutralization charges, Lease rent, Chlorine disposal charges etc. and now seek approval of the members by way of Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, to enable the Company to enter into the related Party Transactions in one or more tranches in the ordinary course of business and at arm length basis detailed as under:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021					
S. No.	Description	Details			
1.	Details of summary of information provided by the Management to the Audit Committee				
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Flow Tech Chemicals Limited (FTCL) Associate Company	Prayag Chemicals Private Limited (PCPL) Promoter Related Entity	V.S. Polymers Private Limited (VSPPL) Promoter Related Entity	Shahenshah Chemicals (Earlier known as Flowtech Chemicals Private Limited, Ismaila) Promoter Related Entity
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri Sukhbir Singh Dahiya, Chairman of the Company is also Director of FTCL. Further, Shri Jagbir Singh Ahlawat, Non-Executive Director of the Company is also Director of FTCL.	Shri Sukhbir Singh Dahiya, Chairman of the Company is also Director of PCPL. Further, Shri Jagbir Singh Ahlawat, Non-Executive Director of the Company is also Director of PCPL.	Shri Jagbir Singh Ahlawat, Non- Executive Director of the Company is also Director of VSPPL.	Shri Sukhbir Singh Dahiya, Chairman of the Company and Shri Jagbir Singh Ahlawat, Non- Executive Director of the Company are Partners in Shahenshah Chemicals.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Supply and purchase of Liquid Chlorine, Paraffin, Caustic Soda Lye, HCL, high speed Diesel, Tonner Rent, Neutralization charges, Lease rent, Chlorine disposal charges etc.			
d.	Value of Transaction (Estimated)	Rs.80.00 crores	Rs.8 crores	Rs.8 crores	Rs.3 crores
e.	Percentage of annual consolidated turnover considering FY 2021-22	17.61%	1.76%	1.76%	0.07%

	as the immediately preceding financial year				
2.	Justification for the transaction	Consequent upon acquisition of the PACL by new management in October 2020, Flow Tech Chemicals Limited, Prayag Chemicals Private Limited, V.S. Polymers Private Limited and Shahenshah Chemicals with which Punjab Alkalies & Chemicals Limited was already dealing with have become related parties and with which PACL has entered into Agreements and such transactions are of repetitive nature and are required for Chlorine consumption leading to increased caustic production.			
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:				
a.	details of the source of funds in connection with the proposed transaction	Not Applicable			
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure				
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security				
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT				
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable			
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.			

The Audit Committee at its meeting held on 5th May, 2022 has unanimously consented for Omnibus Approval for entering into above-said Related Party Transactions, which are repetitive in nature, in the proposed Financial year 2022-23 and decided to recommend to the Board of Directors, subject to quarterly review.

During the financial year 2021-22, the Company had entered into the following Related Party Transactions towards supply and purchase of Liquid Chlorine, Normal & mixed Paraffin, Caustic Soda Lye, Tonner Rent, Neutralization charges, Lease rent, HCL, High Speed Diesel, Chlorine Disposal charges etc. and

these transactions were at Arm's Length Price & in the ordinary course of business, which however, exceeded the estimated limits as approved by the Members in their meeting held on 30th June, 2021 and now placed before Members for ratification and approval under Section 188 of the Companies Act, 2013, the (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015:

S. No.	Name of Related Party	Nature of Relationship	Amount (Rs. In lacs)
1.	Flow Tech Chemicals Limited	Common Directors	2508.83
2.	Prayag Chemicals Private Limited	Common Directors	1706.48
3.	V.S. Polymers Private Limited	Common Directors	1459.57
4.	Shahenshah Chemicals (Earlier known as Flowtech Chemicals Private Limited, Ismaila)	Partners Shri Sukhbir Singh Dahiya Shri Jagbir Singh Ahlawat	46.43

Accordingly, the Board recommends the Resolution at Item No.6 of the accompanying notice for the approval of the members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolutions set out at Item No. 6 of the Notice except Shri Sukhbir Singh Dahiya, Shri Jagbir Singh Ahlawat and Shri Jatin Dahiya.

Item No. 7:

The Board of Directors of the Company in its meeting held on 1st August, 2022 deliberated and accorded their approval, subject to approval by the member of the Company by way of Special Resolution, for revision in terms of remuneration of Shri Naveen Chopra, Managing Director of the Company with effect from 1st April, 2022 detailed as under:

Remuneration Head	:	Monthly remuneration (in Rs.)
Basic Salary	:	Rs.22,37,742
House Rent Allowance	:	Rs.62,176
Special Allowance	:	Rs.21,00,000
Gross Salary	:	Rs.43,99,918
Perquisites and Benefits (Including Retirement benefits) & Annual Increments	:	As per Rules of the Company and Company's Car with Driver

The Board further resolved, subject to approval by the members of the Company, that where in any financial year during the tenure of Shri Naveen Chopra, the Company is having no profits or inadequate profits, the remuneration shall be paid as minimum remuneration by way of Salary and Allowances as specified above.

The Nomination and Remuneration Committee at its meeting held on same day has recommended the same on the basis of his performance evaluation, skills, experience and knowledge resulting in exemplary growth of the Company and continuous trends of growing operations. The Company has shown remarkable performance in Q4 of the financial year 2021-22 with Revenue of Rs.161 crores i.e. up by 113%, EBITDA of Rs.59 crores, up by 169% with margins of 36.80% and nine-fold increase in Net profits to Rs.42 crores and thereby PACL delivered one of the utmost operating margins in the Industry and the Company is moving in right direction under the leadership of Shri

Naveen Chopra. Therefore, he should be rewarded with handsome salary package in commensurate with the same in the Industry so as to maintain the present level of momentum of growth and profitability in PACL and to ensure the continuity of Shri Naveen Chopra as Managing Director of the Company.

Shri Naveen Chopra has done B.E. (Chemical) and MBA from Punjab University. He joined the Company in 1998. He has over 30 years of total experience.

Additional information required to be disclosed in terms of the provisions of Schedule V of the Companies Act, 2013 form part of this Notice.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company between 11.00 hours to 13.00 hours on all working days and will also be available at the meeting.

Accordingly, the Board recommends the Resolution at Item No.7 of the accompanying notice for the approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution except Shri Naveen Chopra to the extent 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 in its meeting held on 1st August, 2022 deliberated and accorded their approval, subject to approval by the member of the Company by way of Special Resolution, for revision in terms of remuneration of Shri Jatin Dahiya, Executive Director of the Company with effect from 1st April, 2022 detailed as under:

Remuneration Head	:	Monthly remuneration (in Rs.)
Basic Salary	:	Rs.11,17,463
House Rent Allowance	:	Rs.29,049
Special Allowance	:	Rs.10,67,279
Gross Salary	:	Rs.22,13,791
Perquisites and Benefits & Revision there of	:	As per Rules of the Company and Company's Car and Driver

The Board further resolved, subject to approval by the members of the Company, that where in any financial year during the tenure of Shri Jatin Dahiya, the Company is having no profits or inadequate profits, the remuneration shall be paid as minimum remuneration by way of Salary and Allowances as specified above.

The Nomination and Remuneration Committee at its meeting held on same day has recommended the same on the basis of his performance evaluation, skills, experience and knowledge resulting in exemplary growth of the Company and continuous trends of growing operations. Shri Jatin Dahiya has also made valuable contribution towards outstanding performance of the Company. At present, he is handling Production

Department of the Company very efficiently and has contributed towards profitability by increasing production of the Company. He is also handling various new projects of the Company and working on new projects options for the Company in future. Therefore, he should be rewarded with handsome salary package in commensurate with the same in the Industry.

Shri Jatin Dahiya has done Bachelor of Engineering from Delhi University and Master in Management from Duke University (United States). He joined the Company in 2020. He has over 4 years of total experience in Chemical Industry.

Additional information required to be disclosed in terms of the provisions of Schedule V of the Companies Act, 2013 form part of this Notice.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company between 11.00 hours to 13.00 hours on all working days and will also be available at the meeting.

Accordingly, the Board recommends the Resolution at Item No.8 of the accompanying notice for the approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution except Shri Jatin Dahiya to the extent remuneration payable to him and Shri Sukhbir Singh Dahiya, being the relative of Shri Jatin Dahiya.

This Explanatory Statement together with the Resolution set out at Item No. 8 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.

The Statement containing Additional Information pursuant to Schedule V to the Companies Act, 2013 for the item No. 7 and 8 is given as under:

		Naveen Chopra	Jatin Dahiya		
I.	General Information				
(1)	Nature of Industry	Manufacturing Industry			
(2)	Date or expected date of commencement of commercial production	In production since 1984			
(3)	In case of new company, 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	(Rs.in crores)			
		Particulars	Standalone	Consolidated	
			2022	2021	
			2022	2022	
		Revenue from Operation and & Other Income	469.22	281.43	469.22
		Profit before tax	75.53	20.07	75.53
		Profit after tax	56.72	8.24	56.72
		Net Profit/(Loss) for the period after associates	56.72	8.24	59.21


		Earning per Share (EPS) of Rs.2	2.50	-	2.61
(5)	Foreign investment or collaborations, if any	Not Applicable.			
II.	Information about the appointee				
(1)	Background details	Shri Naveen Chopra has done B.E. (Chemical) and MBA from Punjab University and having experience of 30 years in Chemical Industry. He is not related to the Promoter Group.	Shri Jatin Dahiya has done B.E. from Delhi University and Master in Management from Duke University (United States). He has over 4 years of total experience in Chemical Industry.		
(2)	Past Remuneration (FY 2021-22)	Rs.5773.01 lakhs (Includes Sweat Equity shares of Rs.4007.25 lakhs (including Security Premium) tax liability of Rs.1712.86 lakhs thereon borne by the Company.	Rs.25.24 lakhs		
(3)	Recognition and awards	Not Applicable.			
(4)	Job profile and his suitability	He has been employed with the Company since 1998 and appointed as Managing Director of the Company w.e.f. 29.10.2020. 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 successfully led the growth of the business of the Company	He has joined the Company in 2020. He is handling Production Department and various new projects of the Company.		
(5)	Remuneration proposed	As mentioned in the Explanatory Statement stated above.			
(6)	Comparative remuneration profile with respect to Industry, Size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to Shri Naveen Chopra, Managing Director and Shri Jatin Dahiya, Executive 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 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.			
(7)	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 holding 17.54% of the Paid-up Equity Share Capital of	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		

		the Company, as on 31 st March, 2022.	Company holding along with his associates and relatives 31.34% of the Paid-up Equity Share Capital of the Company, as on 31 st March, 2022 whereas individually he is holding 54,82,535 equity shares (2.26%) of the Company. He is also related to Shri Sukhbir Singh Dahiya, who is Chairman & Director on the Board of the Company.
III.	Other Information		
(1)	Reason 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, due to business environment during the period for which remuneration is payable to Shri Naveen Chopra and Shri Jatin Dahiya.	
(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.	
(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.	

Registered Office:
S.C.O.125-127,
Sector 17-B,
Chandigarh-160 017

CIN: L24119CH1975PLC003607
Dated: 1st August, 2022

By Order of the Board of Directors


(SUGANDHA KUKREJA)
Company Secretary
FCS-11578

ANNEXURE TO NOTICE

Details of the Directors proposed to be appointed/ re-appointed at the 47th Annual General Meeting to be held on Thursday, 15th September, 2022 pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name of the Director	Shri Jagbir Singh Ahlawat Director	Ms. Teesta Sandhu Director	Shri Naveen Chopra Managing Director	Shri Jatin Dahiya Executive Director
Date of Birth	25.10.1959	02.08.1980	22.06.1970	25.09.1993
Date of Appointment	20.10.2020	02.12.2021	As Director : 28.05.2019 As Managing Director : 29.10.2020	As Director : 20.10.2020 As Executive Director : 01.04.2021
Qualifications	Diploma in Civil Engineering & AMIE (civil)	MBA with specialization in HR and Marketing	Degree in Bachelor of Engineering (Chemical) and MBA	Bachelor of Engineering and Masters in Management
Expertise in specific functional areas	General Management and Administration	Leadership in Human Resource & Marketing	Leadership, Caustic Chloro Industry Professional. Looking after overall affairs of the Company.	General Management and Administration
Directorships of other Companies as on 1 st August, 2022	<u>Director</u> Himalaya Alkalies & Chemicals Limited Prayag Chemicals Pvt. Ltd. V.S. Polymers Pvt. Ltd. Flow Tech Chemicals Pvt. Ltd.	-	-	<u>Director</u> Himalaya Alkalies & Chemicals Limited Tara Mercantile Pvt. Ltd.
Chairmanships/ Memberships of the Committees of the Board of Companies as on 1 st August, 2022	<u>Punjab Alkalies & Chemicals Limited</u> Corporate Social Responsibility Committee - Member	<u>Punjab Alkalies & Chemicals Limited</u> Risk Management Committee- Member	<u>Punjab Alkalies & Chemicals Limited</u> Risk Management Committee - Chairman Audit Committee - Member Stakeholders cum Share Transfer Committee - Member	<u>Punjab Alkalies & Chemicals Limited</u> Risk Management Committee - Member
Number of Equity Shares of the Company held as on 31 st March, 2022.	1,55,00,100	34,870	4,25,00000	54,82,535
No. of meetings of the Board attended during the financial year 2021-22, since his/ her appointment	9	2	9	8
Relationship with other Directors	NA	NA	NA	Son of Shri Sukhbir Singh Dahiya