

NOTICE

Notice is hereby given that the **48th Annual General Meeting** of the Members of **Primo Chemicals Limited (Formerly Known as Punjab Alkalies & Chemicals Limited)** will be held on **Friday, the 29th September, 2023 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, 2023, 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, 2023 and the reports of the Auditors thereon.
2. To appoint a Director in place of Shri Naveen Chopra (DIN: 08465391), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

As Special Business

3. 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 of the members be and is hereby accorded to ratify the remuneration of Rs.70,000/- (Rupees Seventy 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 2023-24.

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."

4. 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 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, 2023, till the conclusion of his current

tenure i.e. 28th October, 2023, 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."

5. 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 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, 2023, till the conclusion of his current tenure i.e. 31st March, 2024, 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."

6. 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 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 the recommendation of Nomination and Remuneration Committee of the Company, and Board of Directors of the Company, approval of the members be and is hereby accorded for the re-appointment of Shri Naveen Chopra (DIN: 08465391) as the Managing Director of the Company for the further period of 5 years w.e.f. 29th October, 2023 upto 28th October, 2028 at such terms and conditions as set out in the Item No. 6 of the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of said appointment and/or remuneration as it may deem fit.

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 first three years of his second tenure of 5 years by way of salary and allowances as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT Shri Naveen Chopra, as Managing Director of the Company, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) however, upon retirement by rotation, if re-appointed as a Director in the same Annual General Meeting by the members, he shall continue to hold his office as Managing Director and such re-appointment as a Director shall not be construed as a break in his appointment as the Managing Director.

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.”

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 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 the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded for the re-appointment of Shri Jatin Dahiya (DIN: 08106876) as the Executive Director of the Company for the further period of 5 years w.e.f. 01st April 2024 upto 31st March, 2029 at such terms and conditions as set out in Item No. 7 of the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of said appointment and/or remuneration as it may deem fit.

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 first three years of his second tenure of 5 years by way of salary and allowances as specified above subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT Shri Jatin Dahiya, as Executive Director of the Company, shall be liable to retire by rotation under Section 152 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) however, upon retirement by rotation, if re-appointed as a Director in the same Annual General Meeting by the members, he shall continue to hold his office as Executive Director and such re-appointment as a Director shall not be construed as a break in his appointment as the Executive Director.

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 Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company.

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."

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

"RESOLVED THAT pursuant to Section 13, 15 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub-clause no. 1 to 5.

RESOLVED FURTHER THAT the Name of existing Clause III (B) i.e. "the Objects Incidental or Ancillary to the attainment of Main Objects" Containing sub-clause no. 1 to 32 be and is hereby changed to "Matters which are necessary for furtherance of the objects specified in clause III (A) are:" containing the same sub-clause no.1 to 32.

RESOLVED FURTHER THAT the existing indication related to Other Objects as "There are no other objectives" appears after sub-clause 32 in Clause III (B) be and is hereby also stands deleted.

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."

10. 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 law, as applicable, including, Section 186, Section 188 of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), each as amended from time to time and all other applicable laws, if any, and the Company's policy on related party transaction(s), consent of the members be and is hereby accorded for transactions between the Company and shareholders of Flow Tech Chemicals Private Limited ("FTCPL"), a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the LODR Regulations, to acquire balance 51% stake at a previous price of Rs.1418.20 per equity share (by 31st December, 2024), in phased manner, with the mutual consent, in Flow Tech Chemicals Private Limited (FTCPL) and Primo has right to appoint Directors in FTCPL proportionate to its stake.

RESOLVED FURTHER THAT Shri Naveen Chopra, Managing Director and CS Sugandha Kukreja, Company Secretary of the Company be and are hereby authorized to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution including without limitation execution of any and all documents, powers of attorney, letters of authority, applications, representations and to do all acts, deeds and things which are ancillary or incidental to any of the above and to delegate all or any of the powers conferred on them by or under this resolution."

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

"RESOLVED THAT the pursuant to Sections 185, 186, 188 of the Companies Act, 2013 and Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other applicable laws, consent of the members of the Company be and is hereby accorded for providing Corporate Guarantee to HDFC Bank Limited, Delhi Branch, as security for credit facilities of Rs.62.03 crores sanctioned by HDFC Bank Limited to Flow Tech Chemicals Private Limited, Associate Company, having its registered office at 314, PP Tower, Netaji Subhash Place, Pitampura, Delhi- 110034.

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 including prior approvals from Bankers of the Company in this regard."

12. 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 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), 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 2023-24 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 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.”

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting held on 12th April, 2021 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the consent of the members 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 thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.1000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

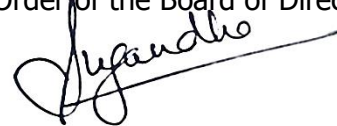
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Directors of the Company and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.”

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company in the Extra Ordinary General Meeting held on 30th June, 2021 and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions 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, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.1000 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

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.”

By Order of the Board of Directors



(SUGANDHA KUKREJA)

Company Secretary & Compliance Officer
FCS- 11578

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

CIN: L24119CH1975PLC003607

Dated: 14th August, 2023

NOTES:

1. 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, General Circular No. 10/2022 dated 28th December, 2022 and any other relevant circulars in this regard (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) circulars in this regard, the AGM is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue of the meeting shall be the Corporate office of the Company at Bay No. 46-50, Sector 31-A, Chandigarh- 160030.
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

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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, 28th December, 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 Shareholders (Shareholders 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.primochemicals.in. 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, 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. Members may note that SEBI has vide the Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 read with circulars dated 3rd November, 2021 and 14th December, 2021 mandated the furnishing of PAN, address with PIN, mobile number, bank account details and nomination / opt out of nomination by holders of physical securities. Also, shareholders are requested to register the email ID with the folio, to be able to correspond and receive relevant communication. Further, shareholders are requested to note that the folios where any one of the cited details are not available on or after 1st October, 2023 shall be frozen by the Registrars and Transfer Agent of the Company (RTA) and services will be impacted following :
 - a. Frozen folios will not be eligible to lodge grievance or avail service request
 - b. After 1st April, 2024, frozen folios will not be eligible to receive dividend in physical mode. After 31st December, 2025, frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002.

Members holding shares of the Company in physical form are requested to go through the requirements relevant circulars and furnish the requisite details.

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@primochemicals.in 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@primochemicals.in 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 14 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 as Annexure A.
15. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (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)

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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, General Circular No 2/2022 dated 5th May, 2022 and General Circular No 10/2022 dated 28th December, 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 2023 on or before 30th September, 2023 in accordance with the requirements laid down in Para 3 & 4 of General Circular No. 20/2020 dated. 5th May, 2020.

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

- (i) The voting period begins on 26th September, 2023 at 10.00 hours onwards and ends on 28th September, 2023 at 17.00 hours. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders 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 shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders 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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above-said SEBI Circular, Login method for e-Voting and joining virtual meetings for

Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="544 320 1449 517">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. <li data-bbox="544 539 1449 831">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 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. <li data-bbox="544 853 1449 954">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. <li data-bbox="544 976 1449 1267">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders 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 "Primo 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 Shareholders and Custodians –for Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@primochemicals.in, 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 Shareholders 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. Shareholders 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. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further shareholders 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. Shareholders who would like to express their views/ ask questions during the meeting may

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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@primochemicals.in. The shareholders 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@primochemicals.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, 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 shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders 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 shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@beetalfinancial.com.
2. For Demat shareholders – please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & 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.primochemicals.com and CDSL within 2 (two) days of passing of the resolution at the AGM of the company and communicated to 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. Friday, 29th September, 2023.

EXPLANATORY STATEMENT

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

Item No.: 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, had, subject to the approval of the Shareholders, 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 2023-24 at a remuneration of Rs.70,000/- (Rupees Seventy Thousand only) besides the reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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 2023-24, 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.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 Resolutions set out at Item No. 3 of the Notice.

Item No. : 4

The Board of Directors of the Company in its meeting held on 26th May, 2023 deliberated and accorded their approval, for revision in terms of remuneration of Shri Naveen Chopra, Managing Director of the Company with effect from 1st April, 2023 till the conclusion of his current tenure detailed as under:

Remuneration Head	:	Monthly remuneration (in Rs.)
Basic Salary	:	Rs. 23,04,874
House Rent Allowance	:	Rs. 64,076
Special Allowance	:	Rs. 26,46,700
Gross Salary	:	Rs. 50,15,650
Perquisites and Benefits (Including Retirement benefits) & Annual Increments	:	As per Rules of the Company and Company 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 aforesaid 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 after taking into consideration the financial growth of the Company under the Management Team headed by Shri Naveen Chopra, Managing Director of the Company, there is a need that the Company should reward Shri Naveen Chopra with an

increase in his remuneration w.e.f. 01.04.2023 commensurate to the performance of the company and market conditions.

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

Copies of the relevant documents are available for inspection by the members at the Corporate 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.4 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 Resolutions set out at Item No. 4 of the Notice except Shri Naveen Chopra to the extent remuneration payable to him.

This Explanatory Statement together with the Resolution set out at Item No.4 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. : 5

The Board of Directors of the Company in its meeting held on 26th May, 2023 deliberated and accorded their approval, for revision in terms of remuneration of Shri Jatin Dahiya, Executive Director of the Company with effect from 1st April, 2023 till the conclusion of his current tenure detailed as under:

Remuneration Head	:	Monthly remuneration (in Rs.)
Basic Salary	:	Rs. 11,50,987
Special Allowance	:	Rs. 13,72,030
Gross Salary	:	Rs. 25,23,017
Perquisites and Benefits (Including Retirement benefits) & Annual Increments	:	As per Rules of the Company and Company Car with Driver and Rent Free Accommodation

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 aforesaid 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 after taking into consideration the financial growth of the Company under the Management Team including Shri Jatin Dahiya, Executive Director of the Company, there is a need that the Company should reward Shri Jatin Dahiya with an Increase in his remuneration w.e.f. 01.04.2023 commensurate to the performance of the company and market conditions.

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

Copies of the relevant documents are available for inspection by the members at the Corporate 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.5 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 Resolutions set out at Item No. 5 of the Notice 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. 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:

Shri Naveen Chopra was appointed as Managing Director of the Company for a period of 3 years w.e.f. 29.10.2020 on the existing remuneration and terms and conditions. His current term as the Managing Director of the Company will end on 28.10.2023.

During his tenure, there was a Complete turnaround of the Company. The Company is performing extremely well under his leadership. He has made a significant contribution towards the expansion of the business of the Company, capital planning, raising of funds and diversification into new products with good demand. The revenue of the Company increased from Rs.469.22 crores during FY 2021-22 to Rs.733.54 crores during FY 2022-23 and Net Profit of the Company increased from Rs. 56.72 crores to Rs.133.98 crores during the same period.

Keeping in view of the above and his rich experience, it would be in the best interest of the Company to re-appoint him as Managing Director of the Company for another term of 5 years to maintain the same momentum of growth of the Company. The Board of Directors of the Company in its meeting held on 14th August, 2023, on the recommendation of the Nomination and Remuneration Committee of the Company, re-appointed Shri Naveen Chopra as Managing Director of the Company for a further period of 5 years w.e.f. 29th October, 2023 upto 28th October, 2028 at remuneration for first three years of his second tenure of Five years with an annual revision to be determined by the Board of Directors from time to time subject to the ceiling of 15% of CTC, detailed as under:

Remuneration Head	:	Monthly remuneration (in Rs.)
Basic Salary	:	Rs. 23,04,874
House Rent Allowance	:	Rs. 64,076
Special Allowance	:	Rs. 26,46,700
Gross Salary	:	Rs. 50,15,650
Perquisites and Benefits (Including Retirement benefits) & Annual Increments	:	As per Rules of the Company and Company maintained Car with Driver

The Board further resolved 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 Item (B) of the Section II of Part II of Schedule V to the Companies Act, 2013,

the aforesaid remuneration shall be paid as minimum remuneration for the first three years of his second tenure of Five years from the date of his re-appointment by way of salary and allowances as specified above.

Shri Naveen Chopra is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Information pursuant to Clause (iv) of Section II of Schedule V to the Companies Act, 2013, is given below as Annexure A.

Copies of the relevant documents are available for inspection by the members at the Corporate 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.6 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 Resolutions set out at Item No. 6 of the Notice except Shri Naveen Chopra to the extent 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:

Shri Jatin Dahiya was appointed as Executive Director of the Company for a period of 3 years w.e.f. 01.04.2021. His current term as the Executive Director of the Company will end on 31.03.2024.

During his tenure, there was a Complete turnaround of the Company. He has also made a significant contribution towards the expansion of the business of the Company, capital planning, raising of funds and diversification into new products with good demand. The revenue of the Company increased from Rs.469.22 crores during FY 2021-22 to Rs.733.54 crores during the FY 2022-23 and Net Profit of the Company increased from Rs. 56.72 crores to Rs.133.98 crores during the same period.

Keeping in view of the above, it would be in the best interest of the Company to re-appoint him as Executive Director of the Company for another term of 5 years to maintain the same momentum of growth of the Company. The Board of Directors of the Company in its meeting held on 14th August, 2023, on the recommendation of the Nomination and Remuneration Committee of the Company, re-appointed Shri Jatin Dahiya, as Executive Director of the Company for a further period of 5 years w.e.f. 1st April, 2024 upto 31st March, 2029 at remuneration for first three years of his second tenure of Five years with an annual revision to be determined by the Board of Directors from time to time subject to the ceiling of 15% of CTC, detailed as under:

Remuneration Head	:	Monthly remuneration (in Rs.)
Basic Salary	:	Rs.11,50,987
Special Allowance	:	Rs.13,72,030
Gross Salary	:	Rs.25,23,017
Perquisites and Benefits (Including	:	As per Rules of the Company and

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Retirement benefits) & Annual Increments	Company maintained Car with Driver and Rent Free Accommodation
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The Board further resolved 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 Item (B) of the Section II of Part II of the Schedule V to the Companies Act, 2013, the aforesaid remuneration shall be paid as minimum remuneration for the first three years of his second tenure of Five years from the date of his re-appointment by way of salary and allowances as specified above.

Shri Jatin Dahiya is not disqualified from being appointed as a Director in terms of Section 164 of the Act or by SEBI or any other authority. Information pursuant to Clause (iv) of Section II of Schedule V to the Companies Act, 2013, is given below as Annexure A.

Copies of the relevant documents are available for inspection by the members at the Corporate 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 Resolutions set out at Item No. 7 of the Notice 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. 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.

Information pursuant to Clause (iv) of Section II of Schedule V to the Companies Act, 2013 for the item No. 4, 5, 6, and 7 is given as under:

		Naveen Chopra		Jatin Dahiya		
I.	General Information					
(1)	Nature of Industry	Chemical 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	Particulars	Standalone		Consolidated	
			2022-23	2021-22	2022-23	2021-22
		Revenue from Operation and & Other Income	733.54	469.22	733.54	469.22
		Profit before tax	186.50	75.53	186.50	75.53
		Profit after tax	133.98	56.72	133.98	56.72
		Net Profit/(Loss)	133.98	56.72	137.40	59.21

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		for the period after associates				
		Earnings per Share (EPS) of Rs.2/-	5.53	2.50	5.67	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 Panjab University and having experience of 31 years in Chemical Industry. He is not related to the Promoter Group.	Shri Jatin Dahiya has done B.E. from Delhi University and a Master in Management from Duke University (United States of America). He has over 6 years of total experience in Chemical Industry.			
(2)	Past Remuneration (FY 2022-23)	Rs.564.91 lakhs	Rs.272.87 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 the Company, as on 31 st March, 2023.	Other than the remuneration stated above, he has no other pecuniary relationship, either directly or indirectly, with the Company, except that he is a Promoter of the Company holding along with his associates and relatives 31.35% of the Paid-up Equity Share Capital of the Company, as on 31 st March, 2023 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	There are no losses in the company. Infact, the profitability of the company has been constantly rising in the past few years and the company has been achieving remarkable benchmarks in terms of its financial and operational performance. However, the profits may be inadequate only for the purpose of calculating the remunerations payable to the directors in terms of Section 197 of the Companies Act, 2013. 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.

Item No. 8 and 9:

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws and takeover by the new management. The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "matters which are necessary for furtherance of the objects specified in clause III (A)". Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause.

In view of the above, it is considered necessary to change the name of existing clause III (B) i.e. "The objects incidental or ancillary to the attainment of the above main objects are" to "matters which are necessary for furtherance of the objects specified in clause III (A)" and replace the existing MOA by a new set MOA as per the Companies Act, 2013 and to wholly replace the existing AOA by adopt a new set of Articles.

As per the provisions of Section 13 & 14 of the Companies Act, 2013, a special resolution has to be passed by the members of the Company for adoption of amended and restated MOA & AOA of the Company.

Copies of amended and restated AOA and MOA of the Company would be available for inspection of the members at www.primochemicals.in and at the Corporate 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 Resolutions at Item No. 8 and 9 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 Resolutions set out at Item No. 8 and 9 of the Notice.

Item No. 10:

The Shareholders in their meeting held on 30th June, 2021, inter-alia, had accorded their consent for transactions between the Company ('Primo') and shareholders of Flow Tech Chemicals Private Limited ("FTCPL"), a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the LODR Regulations, in connection with purchasing of stake of upto 49%, in one or more tranches (by 30th June, 2022) and gradually upto 100% stake (by 31st December, 2022) in phased manner, with mutual consent, in FTCPL based on the valuation report dated 20th May, 2021 of Sundae Capital Advisors Private Limited, a Category I Merchant Banker through Share Purchase Agreement to be entered with the shareholders or subscription to fresh equity, for cash consideration or otherwise, and on such terms and conditions as the Board of Directors may deem fit, in compliance with any requirements of applicable laws. The Company has acquired 49% stake of FTCPL at a price of Rs.1418.20 per equity share and classified FTCPL as its Associate Company, however, due to pending codal formalities, the acquisition of 100% stake in FTCPL, a related party could not be completed by 31st December, 2022 as approved by Shareholders of the Company in their meeting held on 30.06.2021.

Now as per the valuation report dated 24.05.2023 received from Sundae Capital Advisors Private Limited, a Category I Merchant Banker, the value of equity share of FTCPL has arrived at Rs.1461.13 per equity share, however, the existing shareholders of FTCPL have given their consent to transfer their remaining shares at the previous price of Rs.1418.20 per equity. Accordingly, the Board of Directors in its meeting held on 26th May, 2023 has accorded its approval to acquire balance 51% stake at the same price of Rs. 1418.20 per equity share (by 31st December, 2024), in phased manner, with the mutual consent, in FTCPL and Primo has right to appoint Directors in FTCPL proportionate to its stake.

The existing shareholding of FTCPL is as follows:

S. No.	Name of shareholder	Number of shares	% of shareholding
1.	Parerna Ahlawat	77,304	10.14
2.	Dayawati Dahiya	85,514	11.21
3.	Mayank Ahlawat	75,000	9.83
4.	Jatin Dahiya	1,000	0.13
5.	S.S. Dahiya & Sons HUF	1,50,090	19.68
6.	Primo Chemicals Limited	3,73,700	49.00
	Total	762,608	100.00

Accordingly, the Board recommends the Resolution at Item No.10 of the accompanying notice for the approval of the members by way of Special Resolution.

A Copy of the Valuation Report is available for inspection by the members at the Corporate Office of the Company between 11.00 hours to 13.00 hours on all working days 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 Resolutions set out at Item No. 10 of the Notice except Shri Sukhbir Singh Dahiya, Shri Jagbir Singh Ahlawat and Shri Jatin Dahiya.

Item No. 11:

M/s Flow Tech Chemicals Private Limited, our Associate Company, approached HDFC Bank, Delhi Branch for providing Rs.62.03 Crores as Credit Facilities. The Bank informed that the proposed Credit limits of Rs.62.03 Crores will be further secured by Corporate Guarantee of Primo Chemicals Limited.

The Board of Directors in its meeting held on 28th June, 2023, on the recommendation of Audit Committee, had accorded its approval, for providing above-said Corporate Guarantee to secure credit facilities (Working Capital) amounting to Rs.62.03 crores sanctioned by HDFC Bank Limited to Flow Tech Chemicals Private Limited (Associate Company)

Accordingly, the Board recommends the Resolution at Item No.11 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 Resolutions set out at Item No.11 of the Notice except Shri Sukhbir Singh Dahiya, Shri Jagbir Singh Ahlawat and Shri Jatin Dahiya.

Item No. 12:

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 prior 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.

The Board of Directors from time to time had accorded their approval for related party transactions of repetitive nature to be entered, in one or more tranches, in the ordinary course of business and at arm's length basis with Flow Tech Chemicals Private Limited (Associate Company) during the Financial year 2023-24 for supply and purchase of Liquid Chlorine, Paraffin, Caustic Soda Lye, HCL, HSD, House Rent, Neutralization charges, Lease rent, Chlorine disposal charges and Water etc. of an estimated amount of Rs.60 crores 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.

Accordingly, the Board recommends the Resolution at Item No. 12 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. 12 of the Notice except Shri Sukhbir Singh Dahiya, Shri Jagbir Singh Ahlawat and Shri Jatin Dahiya.

Transactions to be entered with Flow Tech Chemicals Private Limited as mentioned in Item No. 10, 11 and 12 in this Notice will be construed as Material Related Party Transactions as per relevant provisions of the Companies Act, 2013 and SEBI Regulations and accordingly required approval of members of the Company.

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; Associate Company
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.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement, Value of Transaction (Estimated) & Percentage of annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year	<ol style="list-style-type: none"> 1. Acquisition of Balance stake of 51% in Flow Tech Chemicals Private Limited at the same price of Rs. 1418.20 per equity share (by 31st December, 2024) Estimated value of Rs.55.50 Crores i.e. 7.80% of consolidated turnover considering FY 2022-23 as the immediately preceding financial year. 2. To provide Corporate Guarantee to HDFC Bank Limited for securing the working capital facilities amounting to Rs.62.03 Crores to be availed by our Associate Company, Flow Tech Chemicals Private Limited i.e. 8.77% of consolidated turnover considering FY 2022-23 as the immediately preceding financial year. 3. Supply and purchase of Liquid Chlorine, Paraffin, Caustic Soda Lye, HCL, HSD, House Rent, Neutralization charges, Lease rent, Chlorine disposal charges and Water etc. for an estimated amount of Rs.60 crores i.e. 8.48% of consolidated turnover considering FY 2022-23 as the immediately preceding financial year.
2.	Justification for the transactions	<p>Chlorine is a by-product in the manufacturing process of Caustic Soda Lye, which is the main product of PRIMO. Such chlorine is disposed by PRIMO to various parties, including Flowtech. Acquisition will make better control over the supply chain management and PRIMO will have advance information regarding future utilisation of chlorine. It will help in Efficient utilisation of capital in the business as a result of reduced uncertainty in disposal of chlorine and to expand its business operations by increasing the product manufactured by PRIMO.</p> <p>Consequent upon acquisition of the PAOL by new management in October 2020, Flow Tech Chemicals Limited, with which the Company was already dealing with have become related parties and with which the Company has entered into Agreements and such transactions are of repetitive nature and some transactions are required for better Chlorine consumption leading to increased caustic production.</p>
3.	Details of transactions relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	

Contd....

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	Not Applicable
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	To provide Corporate Guarantee to HDFC Bank Limited as security for credit facilities amounting to Rs.62.03 Crores to be availed by our Associate Company, Flow Tech Chemicals Private Limited
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
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	<ol style="list-style-type: none"> 1. Valuation Report dated 24.05.2023 of Sundae Capital Advisors Private Limited, a Category I Merchant Banker and IBBI Registered valuer/ Securities and Financial Assets will be made available on request, however, copy of the same is available for inspection at the Corporate Office of the Company between 11.00 hours to 13.00 hours on all working days and will also be available at the meeting. 2. Not Applicable. 3. All Related Party transactions are reviewed for arm's length testing internally and by statutory auditors.
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.

Item No. 13:

The members had authorised the Company to borrow from time to time a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 vide resolution passed in the Extra Ordinary General Meeting held on 12th April, 2021. The Company plans to expand its operations in future. Also the Company continues to invest in the maintenance, expansion and up-gradation of its plant for improving asset quality which would enhance shareholder value in the future.

The Company endeavours to maintain a capital structure that would be consistent with its cash flows while optimizing the cost of capital which drives its selection of financing instruments. The Company is, therefore, seeking approval from the shareholders of the Company for an enhancement in its borrowing ability.

It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.1000 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. It is necessary to obtain fresh approval of the members by means of a Special Resolution.

Accordingly, the Board recommends the Resolution at Item No.13 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 Resolutions set out at Item No. 13 of the Notice except to the extent of their individual shareholding in the Company, if any.

Item No. 14:

The members had authorised the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.200 Crores (Rupees Two Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more vide resolution passed in the Extra Ordinary General Meeting held on 30th June, 2021.

Considering the long term business plans of the Company, which requires the Company to make loans /investments and issue guarantees /securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits upto Rs.1000 crores over and above the limit as prescribed under Section 186 of the Companies Act, 2013. Hence, the Special Resolution at Item No. 14 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

Accordingly, the Board recommends the Resolution at Item No.14 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 Resolutions set out at Item No.14 of the Notice except to the extent of their individual shareholding in the Company, if any.

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

CIN: L24119CH1975PLC003607
Dated: 14th August, 2023

By Order of the Board of Directors



(SUGANDHA KUKREJA)

Company Secretary & Compliance Officer
FCS 11578

Annexure A

Details of the Directors proposed to be appointed/ re-appointed at the 48th Annual General Meeting to be held on Friday, 29th September, 2023 (Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2)

Name of the Director	Shri Naveen Chopra Managing Director	Shri Jatin Dahiya Executive Director
Date of Birth	22.06.1970	25.09.1993
Date of Appointment	As Director : 28.05.2019 As Managing Director : 29.10.2020	As Director : 20.10.2020 As Executive Director : 01.04.2021
Qualifications	Degree in Bachelor of Engineering (Chemical) and MBA	Bachelor of Engineering and Masters in Management
Expertise in specific functional areas	Management and Leadership, Strategic Planning and Growth, Risk Management, Execution and Marketing, Chemical Industry/ Products Expertise. Looking after overall affairs of the Company.	Management and Leadership, Risk Management, Production Management, Cost Reduction Chemical Industry/ Products Expertise, Business Understanding
Directorships of other Companies as on 14 th August, 2023	-	<u>Director</u> Himalaya Alkalies & Chemicals Ltd. Tara Mercantile Pvt. Ltd.
Chairmanships/ Memberships of the Committees of the Board of Companies as 14 th August, 2023	Primo Chemicals Limited Risk Management Committee - Chairman Audit Committee – Member Stakeholders Relationship cum Share Transfer Committee - Member	Primo Chemicals Limited Risk Management Committee - Member
Number of Equity Shares of the Company held as on as on 14 th August, 2023	4,25,00,000	54,82,535
No. of meetings of the Board attended during the financial year 2022-23	6	6
Relationship with other Directors	-	Son of Shri Sukhbir Singh Dahiya, Chairman & Director of the Company