

Punjab Alkalies & Chemicals Limited

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of Punjab Alkalies & Chemicals Limited will be held in Tagore Theatre, Sector 18, Chandigarh on Tuesday, the 29th September, 2015 at 10.30 hours to transact the following business:-

As Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To ratify the appointment of Auditors and to fix their remuneration and in this connection, to consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Sections 139(1) and 142(1) 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), the appointment of M/s. S. Tandon & Associates, Chartered Accountants, Chandigarh (Firm Registration No. 006388N) and M/s. A.K. Sood & Associates, Chartered Accountants, Chandigarh (Firm Registration No. 000072N), as the Auditors of the Company to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 41st Annual General Meeting to be held in the year 2016, be and is hereby ratified and that their remuneration be fixed by the Board of Directors of the Company."

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 Sections 149 and 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Gurmeet Tej, IAS (Woman Director) (DIN: 07047188), who was appointed an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 2013 on the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years from the date of this Annual General Meeting upto the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2020."
4. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that Shri Anirudh Tewari, IAS (DIN: 02682553), who was appointed an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 2013 on the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."
5. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that Shri S.R. Ladhar, IAS (DIN: 07027871), who was appointed an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 2013 on the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."
6. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED that Shri Amit Dhaka, IAS (DIN: 07156656), who was appointed an Additional Director of the Company by the Board of Directors and who ceases to hold office under Section 161(1) of the Companies Act, 2013 on the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."
7. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:
"RESOLVED that pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and



Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval be and is hereby accorded to the appointment of Shri Amit Dhaka, IAS (DIN: 07156656), who is also the Managing Director of the Punjab Small Industries & Export Corporation Limited, as Managing Director of the Company for a period of five years with effect from 17th August, 2015, at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

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

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

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby accorded to the appointment of M/s. J.K. Kabra & Co., Cost Accountants as the Cost Auditors of the Company, for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2015-16 at a remuneration of Rs.22,500/- (Rupees Twenty Two Thousand and Five Hundred only) besides the reimbursement of out of pocket expenses.

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

By Order of the Board of Directors

Sd/-

(PRADEEP NAUHARIA)

Company Secretary &

Sr. Gen. Manager (Co. Affairs)

Registered Office:

S.C.O.125-127,

Sector 17-B,

Chandigarh-160 017

CIN: L24119CH1975PLC003607

Dated : August 17, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY (BLANK FORM ENCLOSED) DULY STAMPED, COMPLETED AND SIGNED SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at item Nos. 3 to 8 is annexed. The relevant details of the Directors proposed to be appointed/ re-appointed at the Annual General Meeting, pursuant to Clause 49 of the Listing Agreement, are also annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 29th September, 2015 (both days inclusive).
4. Members who have not yet paid the Allotment Money on their new equity shares are requested to remit the same together with interest thereon.
5. The unclaimed Dividends for the years 1989-90, 1990-91, 1991-92, 1992-93, 1993-94 and 1994-95 have been transferred to the General Revenue Account of the Central Government in terms of Section 205A of the Companies Act, 1956. Members who have not claimed their Dividends for the said years are requested to claim the same from the Registrar of Companies, Punjab, H.P. & Chandigarh, Corporate Bhawan, Plot No. 4-B, Sector 27-B, Madhya Marg, Chandigarh 160 019. The unclaimed Dividends for the years 1995-96 and 1996-97 have been transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 205A read with Section 205C of the Companies Act, 1956.
6. Members are requested to notify immediately changes, if any, in their registered address to the Company or its Registrars & Share Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited, specifying full address in Block Capitals with PIN Code of the Post Office.
7. (a) Members who have not registered their e-mail address and changes, if any, in the same, with the Company for the purpose of receiving notices, documents, Annual Reports and other shareholders' communications, etc., electronically, by e-mail, are requested to register their latest e-mail address, with (i) the Company or its Registrars & Share Transfer Agents in case of shares held in Physical Mode and (ii) the Company or its

(ii)

Punjab Alkalies & Chemicals Limited

Registrars & Share Transfer Agents and / or their Depository through their Depository Participant in case of shares held in Dematerialised Mode; and send the 'Form for Registering E-mail Address' available on the Company's Website www.punjabalkalies.com, duly completed and signed, to the Company or its Registrars & Share Transfer Agents.

- (b) The said documents will also be available on the Company's Website www.punjabalkalies.com and physical copies of the same will also be available for inspection at the Registered Office of the Company during business hours on any working day. Members who register their e-mail address, will be entitled to get a physical copy of the said documents upon receipt of a request.
8. Members are requested to submit their Income Tax Permanent Account Number (PAN) details alongwith a self certified copy of their PAN Card to (a) the Company or its Registrars & Share Transfer Agents in case of shares held in Physical Mode and (b) their Depository through their Depository Participant in case of shares held in Dematerialised Mode; in view of the Securities and Exchange Board of India's mandate.
 9. Members are requested to bring with them the attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
 10. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
 11. Members are requested to bring their copy of the Annual Report alongwith them to the Annual General Meeting.
 12. The Remote E-Voting and Ballot facilities are being provided to the Members in respect of the business to be transacted in the Annual General Meeting of the Company. The detailed process and instructions for Remote E-Voting are enclosed and the same form an integral part of this Notice.
 13. **No Gift or Gift Coupon will be distributed at the Annual General Meeting.**

EXPLANATORY STATEMENT

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

ITEM NO. 3

In terms of Sections 149 and 161 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as Clause 49 (II) (A) (1) of the Listing Agreement with Bombay Stock Exchange Limited, Smt. Gurneet Tej, IAS (Woman Director), was appointed an Additional Director of the Company on 11th February, 2015 by the Board of Directors. Under the provisions of Section 161(1) of the Companies Act, 2013 she holds office till the date of the ensuing Annual General Meeting.

Smt. Gurneet Tej, IAS, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director under Sections 149 and 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 to hold office for a term of five consecutive years from the date of this Annual General Meeting upto the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2020.

Smt. Gurneet Tej, IAS has given her declaration that she is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013 and she meets with the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited. She has also given her consent to act as Director.

The Company has received notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose at the ensuing Annual General Meeting, her appointment as a Director.

The brief Profile of Smt. Gurneet Tej, IAS is given in the Annexure to this Notice. In the opinion of the Board, Smt. Gurneet Tej, IAS fulfills the conditions specified in the Companies Act, 2013 and the Rules thereunder for appointment as an Independent Director and the said Director is Independent of the management.

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

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

Copy of the draft letter of appointment of Smt. Gurneet Tej, IAS, as an Independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company during business hours on any working day.

ITEM NOS. 4 to 6

The Punjab State Industrial Development Corporation Limited (PSIDC) has under the provisions of Articles 129 (a) and 159 (1) of the Articles of Association of the Company nominated Shri Anirudh Tewari, IAS, Principal Secretary to Govt. of Punjab, Department of Industries & Commerce as Director and Chairman of the Board of Directors of the Company with effect from 18th May, 2015. The PSIDC has under the provisions of Article 129 (a) of the Articles of Association of the Company nominated Shri S.R. Ladhar, IAS and Shri Amit Dhaka, IAS, as Directors on the Board of Directors of the Company with effect from 5th August, 2015 and 14th August, 2015, respectively. Accordingly, Shri Anirudh Tewari, IAS, Shri S.R. Ladhar, IAS and Shri Amit Dhaka, IAS, were appointed Additional Directors of the Company with effect from 18th May, 2015, 5th August, 2015 and 14th August, 2015, respectively by the Board of Directors.



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

The Company has received notices in writing from a Member pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose at the ensuing Annual General Meeting, the appointment of Shri Anirudh Tewari, IAS, Shri S.R. Ladhar, IAS and Shri Amit Dhaka, IAS as Directors .

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

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

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

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolutions set out at Item Nos. 4 and 5 of the Notice excepting Shri Anirudh Tewari, IAS and Shri S.R. Ladhar, IAS, respectively.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution set out at Item No. 6 of the Notice excepting Shri Amit Dhaka, IAS to the extent of remuneration payable to him.

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

ITEM NO. 7

The Board of Directors of the Company, in its meeting held on 17th August, 2015, had pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions, if any, of the applicable Rules thereunder and subject to the approval of the Shareholders, appointed Shri Amit Dhaka, IAS, who is also the Managing Director of the Punjab Small Industries & Export Corporation Limited, as Managing Director of the Company for a period of five years with effect from 17th August, 2015 at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013.

Shri Amit Dhaka, IAS has done B.Sc., M.B.A. and LL.B. He belongs to the Indian Administrative Service. He has about 11 years of rich and varied administrative experience to his credit.

The approval of the members is sought for appointment of Shri Amit Dhaka, IAS as Managing Director of the Company for a period of five years with effect from 17th August, 2015.

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

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

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

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

ITEM NO. 8

The Board of Directors of the Company, on the recommendation of the Audit Committee, has, subject to the approval of the Shareholders, appointed M/s. J.K. Kabra & Co., Cost Accountants as Cost Auditors of the Company for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2015-16 at a remuneration of Rs.22,500/- (Rupees Twenty Two Thousand and Five Hundred only) besides the reimbursement of out of pocket expenses.

The approval of the members is sought for the said appointment and remuneration of M/s. J.K. Kabra & Co., Cost Accountants as Cost Auditors of the Company for conducting an audit of the Cost Accounting Records of the Company in respect of Organic and Inorganic Chemicals for the financial year 2015-16, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014.

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

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

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

Registered Office:
S.C.O.125-127,
Sector 17-B,
Chandigarh-160 017
CIN: L24119CH1975PLC003607
Dated: August 17, 2015

By Order of the Board of Directors
Sd/-
(PRADEEP NAUHARIA)
Company Secretary &
Sr. Gen. Manager (Co. Affairs)

ANNEXURE TO NOTICE

Details of the Directors proposed to be appointed/re-appointed at the 40th Annual General Meeting on 29th September, 2015
(Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Smt. Gurneet Tej, IAS Chairman	Shri Anirudh Tewari, IAS Chairman	Shri S.R. Ladhur, IAS	Shri Amit Dhaka, IAS, Managing Director
Date of Birth	15 th September, 1981	2 nd April, 1987	16 th January, 1959	24 th January, 1975
Date of Appointment	11 th February, 2015	18 th May, 2015	5 th August, 2015	As Director: 14 th August, 2015 As Managing Director: 17 th August, 2015
Qualifications	B.A., M.A. (Economics)	B.E. (Electronics), M.A. (Instit. Dev. Policy)	B.E. (Civil Engg), M.E. (Highway Engg.)	B.Sc., M.B.A., LL.B.
Expertise in specific functional areas	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration	Indian Administrative Service Officer- General Management and Administration
Directorships of other Companies as on 17 th August, 2015	Director Punjab State Forest Development Corporation Limited Punjab Information & Communication Technology Corporation Limited Punjab State Bus Stand Management Company Limited	Chairman & Director Punjab State Transmission Corporation Limited Director Punjab State Power Corporation Limited Punjab Genco Limited Punjab Communications Limited	Chairman & Director Indian Acrylics Limited Managing Director Punjab State Industrial Development Corporation Limited Director International Mega Food Park Limited Punjab Small Industries & Export Corporation Limited Punjab Information & Communication Technology Corporation Limited	Managing Director Punjab Small Industries & Export Corporation Limited
Chairmanships/Memberships of the Committees of the Board of Companies as on 17 th August, 2015	-	Punjab Alkalies & Chemicals Limited Management Review Committee PACL Corporate Office Building Committee	-	Punjab Alkalies & Chemicals Limited Share Transfer Committee - Chairman Captive Power Generation Project Committee - Chairman PACL Corporate Planning Committee - Chairman Risk Management Committee - Chairman PACL Corporate Office Building Committee - Member Stakeholders Relationship Committee - Member Management Review Committee - Member
Number of Equity Shares of the Company held	Nil	Nil	Nil	Nil

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

PROXY FORM

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

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

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

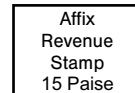
- Name: _____ Address: _____
E-mail Id : _____ Signature: _____, or failing him/ her
- Name: _____ Address: _____
E-mail Id : _____ Signature: _____, or failing him/ her
- Name: _____ Address: _____
E-mail Id : _____ Signature: _____

as my/our proxy to attend and vote (on a poll or otherwise) for me/us and on my/our behalf at the 40th Annual General Meeting of the company, to be held on Tuesday, the 29th day of September, 2015 at 10.30 Hours in Tagore Theatre, Sector 18, Chandigarh and at any adjournment thereof in respect of the Resolutions indicated in the Notice dated 17th August, 2015 convening the said Annual General Meeting.

Signed this _____ day of _____, 2015.

Signature of Member(s)

Signature of Proxy holder(s)



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