PUNJAB CHEMICALS
AND CROP PROTECTION LTD.
CIN NO. L24231PB1975PLC047063
Regd. Office & Works
Milestone-18, Ambala-Kalka Road, Village & P.O. Bhankharpur, Derabassi, Distt SAS Nagar, Mohali (Punjab)-140201, INDIA
Tele: 01762-280086, 522250, Fax: 01762-280070, E-mail: info@punjabchemicals.com, Website: www.punjabchemicals.com

Date: November 5, 2026

BY E FILING

The Manager Department of Corporate Services BSE Limited **MUMBAI-400 001** Re: BSE Scrip Code: 506618	The Manager Listing Department National Stock Exchange of India Limited **MUMBAI-400 051** NSE Scrip Symbol: PUNJABCHEM

Sub: Postal Ballot Notice –Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Further to the outcome of the Board Meeting of the Company held on November 3, 2026, please find enclosed herewith a copy of the Postal Ballot Notice dated November 3, 2026, along with the Explanatory Statement thereto, issued pursuant to the applicable provisions of the Companies Act, 2013, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company by way of remote e-voting on the following resolutions:

Sr. No.	Particulars
1.	Approval for cancellation of 15033 unsubscribed equity shares of issued Equity Share Capital of the Company.
2.	Approval for remuneration payable to Mr. Shalil Shashikumar Shroff (DIN: 00015621), Managing Director, for the remaining period of his tenure commencing from January 15, 2027 to January 14, 2029.
3.	Approval for payment of aggregate remuneration payable to Mr. Shivshankar Shripal Tiwari (DIN: 00019058), Non-Executive Non-Independent Director under Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In compliance with the circular issued by the Ministry of Corporate Affairs ('MCA') no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 30, 2026 ("Cut off date"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

The Company has engaged the services of CDSL for the purpose of providing Remote e-voting facility to all its members. The remote e-voting will commence from Friday, November 6, 2026 at 9:00 a.m. (IST) and ends on Saturday, December 5, 2026 at 5:00 p.m. (IST).The remote e-voting module shall be disabled by CDSL thereafter. The results declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such authorised person within the stipulated timelines.

The above information will be made available on the website of the Company at www.punjabchemicals.com and on the website of CDSL at www.evotingindia.com.

This is for your information and records.

Sincerely yours,
For **PUNJAB CHEMICALS AND CROP PROTECTION LIMITED**
RISHU Digitally signed by RISHU Date: 2026.11.05 14:48:04 +05'30'
RISHU CHATLEY
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS: 19932

Encls: a/a

PUNJAB CHEMICALS AND CROP PROTECTION LIMITED
CIN: L24231PB1975PLC047063
Regd. Office: Milestone 18, Ambala Kalka Road, Village & P.O. Bhankharpur, Derabassi, Dist. SAS Nagar, Mohali (Punjab) - 140201, India
Tel Nos.: 01762- 280086, 522250; Fax Nos.: 01762-280070
Website: www.punjabchemicals.com; email: info@punjabchemicals.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 "(Act)" read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Friday, November 6, 2026 at 9:00 a.m. (IST)	Saturday, December 5, 2026 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) to transact the special business, as set out hereunder, by passing the Resolution(s) through postal ballot only, by voting through electronic means ('remote e-Voting').

1. **Approval for cancellation of 15033 unsubscribed equity shares of issued Equity Share Capital of the Company.**

2. **Approval for remuneration payable to Mr. Shalil Shashikumar Shroff (DIN: 00015621), Managing Director, for the remaining period of his tenure commencing from January 15, 2027 to January 14, 2029.**

3. **Approval for payment of aggregate remuneration payable to Mr. Shivshankar Shripal Tiwari (DIN: 00019058), Non-Executive Non-Independent Director under Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In compliance with the circular issued by the Ministry of Corporate Affairs ('MCA') no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice ("Notice") is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolutions proposed in this Notice will be considered only through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at www.punjabchemicals.com.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Saturday, December 5, 2026. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS:

Item No. 1:

Approval for cancellation of 15033 unsubscribed equity shares of issued Equity Share Capital of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 and any other law/regulation (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Clause 12(e) of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for cancellation of 15,033 Equity Shares of face value of Rs.10/- each forming part of the Issued Equity Share Capital of the Company, which have not been taken or agreed to be taken by any person under the Rights Issues made by the Company in the years 1988 and 1989, the details of which are set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT upon such cancellation, the Issued Equity Share Capital of the Company shall stand altered from Rs.12,27,72,180/- (Rupees Twelve Crore Twenty-Seven Lakh Seventy-Two Thousand One Hundred and Eighty only), comprising 1,22,77,218 Equity Shares of Rs.10/- each, to Rs.12,26,21,850/- (Rupees Twelve Crore Twenty-Six Lakh Twenty-One Thousand Eight Hundred and Fifty only), comprising 1,22,62,185 Equity Shares of Rs.10/- each, thereby bringing the Issued Equity Share Capital into complete alignment and reconciliation with the Paid-up Equity Share Capital and Listed Equity Share Capital of Rs.12,26,21,850/- (Rupees Twelve Crore Twenty-Six Lakh Twenty-One Thousand Eight Hundred and Fifty only), comprising 1,22,62,185 Equity Shares of Rs.10/- each.

RESOLVED FURTHER THAT pursuant to Section 61(2) of the Companies Act, 2013, the cancellation of shares in pursuance of this resolution shall not be deemed to be a reduction of share capital of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things, and to sign, execute, and file all necessary documents, forms, and applications with the Registrar of Companies (ROC)/Ministry of Corporate Affairs, Stock Exchanges, Depositories, and other statutory authorities as may be deemed necessary or expedient to give full effect to this Resolution."

Item No. 2:

Approval for remuneration payable to Mr. Shalil Shashikumar Shroff (DIN: 00015621), Managing Director, for the remaining period of his tenure commencing from January 15, 2027 to January 14, 2029.

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee thereof), consent of the Members be and is hereby accorded for payment of remuneration to Mr. Shalil Shashikumar Shroff (DIN: 00015621), Managing Director and Promoter of the Company, for the remaining period of his tenure, i.e. from January 15, 2027 to January 14, 2029, on the terms and conditions set out in the Explanatory Statement annexed to this Notice, notwithstanding that such remuneration may exceed five per cent of the net profits of the Company payable to any one managing director and/or eleven per cent of the net profits of the Company payable to all its directors and manager taken together, computed in accordance with Section 198 of the Act, and/or the thresholds specified in Regulation 17(6)(e) of the SEBI LODR Regulations, in any financial year during the said period.

RESOLVED FURTHER THAT where in any financial year during the said period the Company has no profits or its profits are inadequate, the remuneration set out in the Explanatory Statement shall be paid to Mr. Shalil Shashikumar Shroff as minimum remuneration, in accordance with Section II of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary, alter or modify the terms and conditions of remuneration of Mr. Shalil Shashikumar Shroff from time to time, within the limits approved by the Members by this resolution and in accordance with the provisions of the Act and Schedule V thereto.

RESOLVED FURTHER THAT the Board or any person authorised by the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient, and to settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members, and the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No. 3:

Approval for payment of aggregate remuneration payable to Mr. Shivshankar Shripal Tiwari (DIN: 00019058), Non-Executive Non-Independent Director under Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

"RESOLVED THAT in partial modification to the earlier resolution passed by the Members of the Company through Postal Ballot on January 28, 2025, and pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, read with other applicable provisions of the Listing Regulations, the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Audit Committee and the approval of the Board of Directors, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Shivshankar Shripal Tiwari (DIN: 00019058), Non-Executive Non-Independent Director of the Company, in respect of his appointment as Advisor and holding an office or place of profit under Section 188(1)(f) of the Companies Act, 2013, for the financial year ending March 31, 2027, comprising sitting fees for attending meetings of the Board of Directors and Committees thereof, commission payable in his capacity as a Non-Executive Director, and advisory/professional fees not exceeding Rs. 65,00,000 (Rupees Sixty-Five Lakh only) per annum, as detailed in the explanatory statement annexed to the Notice, notwithstanding that the aggregate annual remuneration payable to him, including sitting fees, commission and advisory/professional fees, may exceed fifty per cent of the total annual remuneration payable to all Non-Executive Directors of the Company, in accordance with Regulation 17(6)(ca) of the Listing Regulations; save and except for the modifications expressly provided herein, all other terms and conditions of the aforesaid resolution shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the approval of the Members sought herein is solely for the purpose of compliance with Regulation 17(6)(ca) of the Listing Regulations and shall be in addition to, and shall not be construed as modifying, varying, superseding or otherwise affecting, the approval granted pursuant to the Special Resolution passed by the Members through Postal Ballot on January 28, 2025, and shall not result in any change to the remuneration or other terms and conditions approved thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company, including Committee thereof, or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereto."

Place: Derabassi
Date: November 3, 2026
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection Limited

Sd/-
Rishu Chatley
Company Secretary cum Compliance Officer

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof are annexed hereto and forms part of this Notice.

2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Alankit Assignments Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, October 30, 2026 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/ Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up ordinary equity share capital of the Company as on the Cut-Off Date.

3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in note no. 14 of this Notice.

5. The Board of Directors has appointed Mr. P. S. Dua (Membership No. 4552, COP No. 3934), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

6. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-Voting. The Scrutinizer's decision on the validity of votes cast will be final.

7. The results of the Postal Ballot along with the Scrutinizer's Report will be communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed and will also be displayed on the website of the Company at www.punjabchemicals.com, on the website of CDSL at www.evotingindia.com and shall also be displayed at the Registered Office of the Company.

8. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e. Saturday, December 5, 2026, at 5:00 p.m. (IST). Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

9. Members may download the Notice from the website of the Company at www.punjabchemicals.com or from the website of CDSL at www.evotingindia.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

10. The vote in this Postal Ballot cannot be exercised through proxy.

11. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for completion of remote e-voting. Alternately, Members may also send their requests to investorhelp@punjabchemicals.com or info@alankit.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

12. Members who have not registered/updated their email addresses are requested to register/update the same as per the following procedure:

    i. Members holding shares in physical form are requested to dematerialise their shares and register/update their email addresses by writing to Alankit Assignments Limited at info@alankit.com along with the copy of the signed request letter mentioning the name, folio number and address of the Member, Form ISR 1 (available on website of the Company), scanned copy of the share certificate (front and back), self-attested copy of the PAN Card and self-attested copy any document (such as Driving License, Election Identity Card, Passport, Aadhaar Card, etc.) as proof of the address of the Member.
    ii. Members holding shares in electronic form are requested to register/update their e-mail addresses with their respective Depository Participants (DPs) as per the process recommended by the DP.
    iii. In case of queries with respect to the aforesaid process, Members are requested to write to info @alankit.com or call at the 011-42541234/23541234.

13. Members are informed that, pursuant to Sections 124 and 125 of the Companies Act, 2013, read with the applicable IEPF Rules, the Company has transferred the unpaid/unclaimed dividend of Rs.1,26,003/- pertaining to the financial year 2018-19 to the Investor Education and Protection Fund ("IEPF") Authority on October 5, 2026. Further, 44,378 equity shares corresponding to the aforesaid unpaid/unclaimed dividend have also been transferred to the Demat Account of the IEPF Authority on October 22, 2026.

    Members who wish to claim the dividend and/or shares so transferred may file Form IEPF-5 on the Ministry of Corporate Affairs website at https://www.mca.gov.in/, along with the requisite supporting documents, in accordance with the applicable procedure. Upon verification and approval by the IEPF Authority, the eligible dividend shall be refunded and the shares shall be credited to the claimant's Demat Account.

    For assistance in the claim process, Members may contact the Company's Registrar and Transfer Agent ("RTA") at info@alankit.com or the Company at investorhelp@punjabchemicals.com. Members may also visit the Company's website at https://www.punjabchemicals.com/dividend-shareholders-information/ for further information.

14. **Voting through electronic means:**

(i) The voting period begins on **Friday, November 6, 2026 at 9:00 a.m. (IST)** and ends on **Saturday, December 5, 2026 at 5:00 p.m. (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, October 30, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated December 9, 2020**,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, listed entities are required to provide remote e-voting facility to its members, in respect of

all members' resolutions. However, it has been observed that the participation by the public non-institutional members/retail members is at a negligible level.

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

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

Instructions for remote e-voting:

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of members	Login Method
Individual Members holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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.
Individual Members holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period.
Individual Members (holding securities in demat mode) login through their **Depository Participants (DP)**	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 website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Members holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

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

(ii) Login method for Remote e-Voting for **Physical members and members other than individual holding in Demat form.**

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

	For Physical members and other than individual members holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend 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. • 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.

(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for PUNJAB CHEMICALS AND CROP PROTECTION LIMITED i.e 261104002 on which you choose to vote.

(vii) 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.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) 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.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xii) 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.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cspsdua@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1) For Physical members- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2) For Demat members -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3) For Individual Demat members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding 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 21 09911.

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 at toll free no. 1800 21 09911.

In case you have any queries or issues regarding e-voting, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

Contact Details
Company : Punjab Chemicals and Crop Protection Limited Ms. Rishu Chatley Company Secretary and Compliance Officer Regd. Office: Milestone 18, Ambala Kalka Road Village & P.O. Bhankharpur, Derabassi, Dist. SAS Nagar, Mohali (Punjab) - 140201, India CIN: L24231PB1975PLC047063 Email: investorhelp@punjabchemicals.com
Registrar and Transfer Agent : M/s. Alankit Assignments Limited Address: 4E/2, Jhandewalan Extension, New Delhi-110055 **Email:** info@alankit.com
E-Voting Agency : Central Depository Services (India) Limited Address: Central Depository Services (India) Limited, A Wing, 25th Floor Marathon Futurex, Mafatlal Mill Compounds N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Email: helpdesk.evoting@cdslindia.com, Phone: 1800 22 55 33
Scrutinizer : CS P.S. Dua Practising Company Secretary Address: 5, Sant Isher Singh Nagar, Pakhowal Road, Ludhiana Email: cspsdua@gmail.com

Place: Derabassi
Date: November 3, 2026
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection Limited

Sd/-
Rishu Chatley
Company Secretary cum Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013.

Item No. 1

The Issued Equity Share Capital of the Company presently stands at Rs.12,27,72,180/-, comprising 1,22,77,218 Equity Shares of face value of Rs.10/- each, whereas the Paid-up Equity Share Capital and Listed Equity Share Capital stand at Rs.12,26,21,850/-, comprising 1,22,62,185 Equity Shares of face value of Rs.10/- each.

The variance of 15,033 Equity Shares between the Issued Share Capital and the Paid-up/Listed Share Capital is attributable to the unsubscribed portion of Equity Shares offered under the Rights Issues undertaken by the Company in the financial years 1988 and 1989, which were neither allotted nor agreed to be taken up by any subscriber.

The details of the aforesaid Rights Issues are as follows:

S.No.	Type of Issue	Date of Issue	No. of Shares Offered	No. of Shares Subscribed	No. of Shares Remaining Unsubscribed
1.	Rights Issue	06.08.1988	2,37,500	2,29,900	7,600
2.	Rights Issue	07.09.1989	11,83,195	11,75,762	7,433
Total			**14,20,695**	**14,05,662**	**15,033**

To bring formal alignment and structural reconciliation between the Issued Equity Share Capital, Paid-up Equity Share Capital, and Listed Equity Share Capital of the Company, the Board of Directors, at its meeting held on November 3, 2026, proposed to cancel the said 15,033 unsubscribed Equity Shares of face value of Rs.10/- each, aggregating to Rs.1,50,330/- (Rupees One Lakh Fifty Thousand Three Hundred and Thirty only).

In terms of Section 61(1)(e) of the Companies Act, 2013, read with Clause 12(e) of the Articles of Association of the Company, the Company is empowered to alter its share capital by cancelling shares which, at the date of passing the resolution in that behalf, have not been taken or agreed to be taken by any person. Further, pursuant to Section 61(2) of the Companies Act, 2013, such cancellation of shares shall not be deemed to be a reduction of share capital within the meaning of Section 66 of the Act. Consequently, the proposed transaction does not impact the financial position, net worth, or creditors of the Company, and does not require the sanction of the National Company Law Tribunal (NCLT).

The proposed cancellation will alter only the number of Issued Equity Shares, from 1,22,77,218 shares to 1,22,62,185 shares. It will have no impact on the Authorised Share Capital, Paid-up Share Capital, Listed Share

Capital, or net worth of the Company. Further, it will not affect the shareholding pattern or voting rights of any existing shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No.1 of the accompanying Notice for approval of the Members.

Item No. 2

Mr. Shalil Shashikumar Shroff (DIN: 00015621) was re-appointed as the Managing Director of the Company for a period of five (5) years commencing from January 15, 2024 and ending on January 14, 2029, pursuant to a Special Resolution passed by the Members of the Company through Postal Ballot on August 3, 2023.

At the time of his re-appointment, the Members approved the remuneration payable to Mr. Shroff for the first three (3) years of his tenure, i.e. from January 15, 2024 to January 14, 2027, in line with the maximum period of three years permitted for such approval under Section II of Part II of Schedule V to the Companies Act, 2013 ("the Act"). Accordingly, approval of the Members is now sought for the remuneration payable to Mr. Shroff for the remaining period of his tenure, i.e. from January 15, 2027 to January 14, 2029.

Mr. Shroff has been associated with the Company since 1992 and has made significant contributions to its growth, development and strategic evolution. Over the years, he has played a pivotal role in shaping the Company's long-term vision, providing strategic direction and steering its business expansion. Under his leadership, the Company has strengthened its financial and operational performance, enhanced its profitability through a strategic shift towards higher-value offerings and undertaken significant initiatives to augment its manufacturing capabilities and operational efficiencies. He has also been instrumental in driving the Company's expansion into high-value global markets, strengthening international customer relationships and advancing the commercialisation of innovative products developed through its research and development initiatives. His strategic foresight and leadership have contributed significantly to strengthening the Company's market position, expanding its business opportunities and enhancing its competitive capabilities. The proposed remuneration has been determined after taking into consideration various relevant factors, including Mr. Shroff's qualifications, experience and leadership capabilities; the size, scale and complexity of the Company's operations; the nature and extent of his duties and responsibilities; the Company's financial and operational performance; prevailing remuneration practices in comparable companies within the industry; and the Company's Remuneration Policy.

In view of his long-standing association with the Company, extensive industry experience, in-depth understanding of its business and significant contribution to its growth and strategic development, the continued benefit of his experience, leadership and guidance is considered important for the Company's sustained growth and the effective execution of its long-term strategic objectives.

The Nomination and Remuneration Committee, at its meeting held on July 31, 2026, reviewed the proposed remuneration and recommended it to the Board, having found it fair, reasonable, performance-linked and in line with the Company's Remuneration Policy. The Board of Directors, at its meeting, approved the proposal, subject to the approval of the Members by way of a Special Resolution.

The remuneration proposed may, in one or more financial years, exceed five per cent of the net profits of the Company payable to any one managing director and/or eleven per cent of the net profits payable to all directors and

manager taken together, computed in accordance with Section 198 of the Act. Approval of the Members is therefore sought by way of a Special Resolution in terms of the first and second provisos to Section 197(1) of the Act.

In the event of absence or inadequacy of profits in any financial year during the remaining tenure, the remuneration set out below shall be paid to Mr. Shroff as minimum remuneration in accordance with Section II of Part II of Schedule V to the Act. The approval is sought by way of special resolution for residual term of his appointment i.e. from January 15, 2027 to January 14, 2029, within the remaining period of his approved tenure under Schedule V to the Act.

Mr. Shalil Shashikumar Shroff is a Promoter of the Company. In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to an executive director who is a promoter or a member of the promoter group requires the approval of the Members by way of a Special Resolution where the annual remuneration payable to such director exceeds ₹5 crore or 2.5% of the net profits of the Company, computed in accordance with Section 198 of the Act, whichever is higher. As the remuneration proposed for Mr. Shroff may exceed these thresholds in any financial year during the remaining tenure, approval of the Members is sought by way of a Special Resolution. In accordance with the proviso to Regulation 17(6)(e), such approval shall be valid only until the expiry of his present term, i.e. January 14, 2029.

In terms of the third proviso to Section 197(1) of the Act read with Section II of Part II of Schedule V, the Company confirms that it has not committed any default in payment of dues to any bank, public financial institution, non-convertible debenture holders or any other secured creditor, and accordingly no prior approval of such lenders is required.

The terms and conditions including remuneration for the remaining period shall be as follows:

S.N.	Particulars	Remuneration for the period From January 15, 2027 till January 14, 2029	
1.	**Basic Salary:**	Rs.25,60,000 per month in the scale of Rs.25,00,000 to Rs.40,00,000. The annual increment will be effective from 1st April each year and the amount of increment shall be fixed taking into account the Company's performance and as recommended by the Nomination and Remuneration Committee and decided by the Board of Directors, subject to the overall limit prescribed under the Companies Act, 2013.	
2.	**Commission:**	Mr. Shalil Shashikumar Shroff shall be paid Commission, as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of performance parameters from time to time. The total remuneration (salary, perquisites and commission) shall be within the overall limits approved by the members of the Company in compliance with Section 197 read with Schedule V of the Companies Act and related rules.	
3.	**Perquisites:**	The total perquisites for each year shall not exceed the annual basic salary. Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable.	
	Inclusions:	I.	The Perquisites like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with utilities such as gas, electricity, water, furnishings and repairs; medical reimbursement, leave travel concession for the Appointee and the family, club fees, medical insurance, etc. in accordance with the rules of the

			Company or as may be agreed to by the Board of Directors and the Appointee.	
	Exclusions:	II.	The Appointee shall be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration:	
			i.	The provision of Company's car and telephone at the residence for official duties.
			ii.	Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income Tax Act.
			iii.	Gratuity payable as per the rules of the Company.
			iv.	Encashment of leave at the end of his tenure as per the rules of the Company and as applicable to the senior executives.
4.	**Other Terms:**	a)	Leave: On full pay and allowance, as per the rules of the Company but not exceeding one month's leave for every 11 months of service.	
		b)	Reimbursement of entertainment and/or travelling, hotel and other expenses actually incurred in performance of duties.	
		c)	The appointment may be terminated by either party giving to the other party ninety days' notice in writing or such shorter notice as may be mutually agreed between the Appointee and the Company.	
		d)	In the event of any dispute or difference arising at any time between Mr. Shalil Shashikumar Shroff and the Company in respect of the terms of his appointment or the construction thereof, the same will be submitted to and be decided by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.	
5.	**Minimum Remuneration:**		If, in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, then in such event, the remuneration by way of salary, perquisites and commission as specified above will be paid as the Minimum Remuneration, subject to and in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).	

The above mentioned remuneration may be altered, amended, varied, enhanced or modified from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee of the Company as it may deem fit, within the maximum amount permissible to be paid to the Managing Director in accordance with the provisions of the Companies Act, 2013, including those of Schedule V or any amendments thereto made hereafter in this regard.

The information required under Section II(iv) of Part II of Schedule V to the Act, and the details of Mr. Shroff required under Secretarial Standard-2 on General Meetings, are given in the Annexure to this Notice.

In compliance with the provisions of Companies Act, 2013 and the relevant rules made thereunder read with Schedule V to the Act, the approval of the Members is sought for payment of remuneration to Mr. Shalil Shashikumar Shroff as Managing Director of the Company, as a special resolution as set out above.

Except Mr. Shalil Shashikumar Shroff and Capt. S.S. Chopra (Retd.), who is father-in-law of Mr. Shalil Shashikumar Shroff, and their respective relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No.2 of the accompanying Notice for approval of the Members.

Item No. 3

The members of the Company, by way of a special resolution passed through Postal Ballot on January 28, 2025, approved the appointment of Mr. Shivshankar Shripal Tiwari (DIN: 00019058), Non-Executive Non-Independent Director, as Advisor to the Company for a period of three years commencing from January 1, 2025 and ending on December 31, 2027, together with payment of advisory remuneration not exceeding Rs.65,00,000 (Rupees Sixty-Five Lakh only) per annum in respect of holding an office or place of profit under Section 188(1)(f) of the Companies Act, 2013. The said approval was in addition to the sitting fees and commission payable to him in his capacity as a Non-Executive Director in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Regulation 17(6)(ca) of the Listing Regulations provides that where the annual remuneration payable to a single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the listed entity, such remuneration shall be approved by the members by way of a special resolution every year in which the said threshold is exceeded.

Based on the remuneration proposed to be paid during the financial year ending March 31, 2027, it is anticipated that the aggregate remuneration payable to Mr. Shivshankar Shripal Tiwari, comprising sitting fees, commission and advisory/professional fees, may exceed fifty per cent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said financial year.

Accordingly, the approval of the Members is being sought under Regulation 17(6)(ca) of the Listing Regulations solely to enable payment of such aggregate remuneration for the financial year ending March 31, 2027.

The members may note that:

- the remuneration proposed to be paid to Mr. Shivshankar Shripal Tiwari remains unchanged and is within the limits and on the terms already approved by the members through the Postal Ballot on January 28, 2025;
- this resolution does not seek any enhancement, revision or modification of the remuneration or the terms of his appointment as Advisor; and
- the present approval is being sought exclusively to comply with the requirements of Regulation 17(6)(ca) of the Listing Regulations on account of the aggregate remuneration payable to him during the financial year ending March 31, 2027.

The Nomination and Remuneration Committee and the Audit Committee have recommended, and the Board of Directors has approved, the proposal at their respective meetings, subject to the approval of the Members.

Except Mr. Shivshankar Shripal Tiwari and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

Place: Derabassi
Date: November 3, 2026
CIN: L24231PB1975PLC047063
Website: www.punjabchemicals.com
Regd. Office: Milestone 18
Ambala Kalka Road
Village & P.O. Bhankharpur
Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection Limited

Sd/-
Rishu Chatley
Company Secretary cum Compliance Officer

ADDITIONAL INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:	
Name of the Director	**Mr. Shalil Shashikumar Shroff**
DIN	00015621
Date of Birth	December 11, 1964
Age	61 years
Date of first appointment	January 15,1998
Qualifications	Management Diploma from the University of Deopage– USA
Expertise in specific functional areas	Mr. Shalil Shashikumar Shroff has been associated with the Company since 1992 and has worked at various levels within the organisation. After successfully handling various corporate functions, he was appointed as the Executive Director of the Company with effect from January 15, 1998 and was elevated to the position of Managing Director in 2003. He is responsible for the overall management and affairs of the Company under the superintendence and control of the Board of Directors. He directly oversees export marketing, general administration, customer development, identification of new business opportunities and products, and public relations. He is actively involved in the overall management and operations of the Company.
Directorship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Nil
Membership of Committees/ Chairmanship in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	Nil
Listed entities from which Director has resigned from Directorships in the Last three (3) years.	Nil
No. of Board Meetings attended during the year 2026-2027 (held till the date of Notice)	4
Skills and capabilities required for the role and the manner in which Mr. Shalil Shashikumar Shroff meets such requirements	Please refer to the explanatory statement
No. of shares held	2,30,581 (1.88%)
Remuneration last drawn (Including Commission) (Rs. in lakh)	839
Relationships between Directors inter-se	He is son-in-law of Capt. S.S Chopra (Retd.), who is a Director on the Board of the Company.
Terms and conditions of appointment or re-	As per the resolution of this Notice read with the explanatory

appointment of Director	statement thereto
Remuneration proposed to be paid	Please refer to the explanatory statement.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION:

1)	Nature of industry	Performance Chemicals segment, including Agrochemical, Specialty Chemical & Pharmaceutical, and Industrial Chemicals.
2)	Date or expected date of commencement of commercial production	In production since 1978
3)	In case of new companies, 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 (Standalone & Consolidated Basis)	(Rs. in lakh except for EPS Data)

Particulars	**Consolidated**		**Standalone**	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Revenue from Operations	102,980	90,052	102,540	89,959
Earnings before Interest, Tax, Depreciation & Amortisation (EBITDA)	**11,813**	**9,918**	**11,591**	**9,925**
Depreciation / Amortisation	2,864	2,504	2,817	2,480
Finance Cost	1,682	1,783	1,681	1,783
Other Income	1,368	143	1,321	121
Profit / (Loss) before Tax & Exceptional item	**8,635**	**5,775**	**8,414**	**5,783**
Exceptional Items	208	418	208	418
Profit / (Loss) before Tax (PBT)	**8,427**	**5,357**	**8,206**	**5,365**

		Tax Expenses: 2,031 / 1,464 / 2,063 / 1,388 **Profit / (Loss) after Tax (PAT): 6,396 / 3,893 / 6,143 / 3,977** Other Comprehensive income / (expense) for the year (net of tax): (152) / (70) / 80 / (24) **Total comprehensive income for the year: 6,244 / 3,823 / 6,223 / 3,953** Earnings per share (EPS): 52.17 / 31.75 / 50.11 / 32.44
5)	Foreign investments or collaborations, if any	The Company has a wholly owned overseas subsidiary Company namely SD AgChem (Europe) NV, Belgium.

II. INFORMATION ABOUT THE APPOINTEES:

	Mr. Shalil Shashikumar Shroff	
Background details	Mr. Shalil Shashikumar Shroff, aged 61 years, having Management Diploma from the University of Deopage – USA, is the Promoter of the Company. He has working experience of more than 37 years. He is associated with the Company since 1992 and worked at various levels. After successful training and handling of various corporate affairs, he was appointed as the Executive Director of the Company w.e.f. January 15, 1998. He was elevated to the position of the Managing Director in 2003. His prime responsibility includes overall management and handling of all affairs of the Company under the superintendence and control of the Board of Directors. He is directly looking after Export marketing, general administration, new customers, exploring new products and public relations. He is fully involved in the overall working of the Company. Presently, he is on the Board of Hem-Sil Trading & Manufacturing Pvt. Ltd., SD Agchem (Europe) N.V., SSRS Trading & Manufacturing Pvt. Ltd. and The Council of EU Chambers of Commerce in India	
Past Remuneration	FY 2025-26 (Rs. in lakh)	FY 2024-25 (Rs. in lakh)
Total Annual Salary (Including Commission)	839	386

Recognition or Awards	The Company has received the following awards: 1. State Award for Export Promotion in the Year 1990-91. 2. Export House Recognition in the year 1999. 3. Punjab State Safety Award in the year 2002. 4. 2nd Chemexcil Award on Export performance for the year 2000-01. 5. Chemexcil Gold Award for the outstanding export performance of Inorganic and Organic Chemicals during 2005-06.
Job Profile and his suitability	Mr. Shalil Shashikumar Shroff is responsible for the overall management of the Company under the superintendence and control of the Board of Directors. Having been associated with the Company for over three decades, he has played a pivotal role in shaping its long-term vision, strategic direction and sustained growth. Under his leadership, the Company has strengthened its market position, expanded its business operations, enhanced operational efficiencies and consistently focused on innovation, governance and stakeholder value creation. His extensive industry experience, entrepreneurial leadership, strategic insight and deep understanding of the Company's business continue to be critical for execution of the Company's long-term business strategy and future growth.
Remuneration proposed	As stated in the Explanatory Statement of item no. 2.
Comparative remuneration profile w.r.t. industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration proposed to be paid to Mr Shalil Shashikumar Shroff, Managing 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 proposed remuneration compares favourably with that being offered to similarly qualified and experienced professional in the industry with an entrepreneurial background. 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.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, 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 a Promoter of the Company holding along with his associates and relatives 39.24% of the Paid-up Equity Share Capital of the Company, as on the date of this notice, whereas individually he is holding 2,30,581 equity shares (1.88%) of the Company. He is son-in-law of Capt. S.S Chopra (Retd.), who is a Director on the Board of the Company.

III. OTHER INFORMATION:

1)	Reasons of loss or inadequate profits	The Company is seeking the approval of the Members by way of a Special Resolution pursuant to the proviso to Section 197(1) read with Schedule V of the Companies Act, 2013 as a matter of abundant precaution. Although the Company has reported improved financial performance in recent years, its profitability during the remaining tenure of Mr. Shalil Shashikumar Shroff, i.e., from January 15, 2027 to January 14, 2029, may be impacted by changes in market conditions, demand cycles, raw material prices, foreign exchange fluctuations, regulatory developments and other external business factors. Accordingly, in the event of absence or inadequacy of profits in any financial year during the aforesaid period, the Company proposes to pay the remuneration approved by the Members as minimum remuneration, subject to the provisions of Schedule V to the Companies Act, 2013 and other applicable laws.
2)	Steps taken or proposed to be taken for improvement	The Company continues to focus on sustainable growth through strategic and operational initiatives aimed at improving productivity, operational efficiencies and profitability. It has undertaken measures to strengthen its product portfolio, expand domestic and international markets, optimise manufacturing operations, improve cost efficiencies and enhance customer relationships. The Company also continues to maintain high standards of Environment, Health and Safety (EHS) and is actively pursuing new business opportunities and product development initiatives to support long-term growth and value creation.
3)	Expected increase in productivity and profits in measurable terms	The Company expects these initiatives to improve productivity and profitability over the medium to long term. Building on the growth achieved during FY2026, the Company aims to sustain revenue growth and improve EBITDA through capacity expansion, new product development, operational efficiencies, cost optimisation and expansion in domestic and international markets. The management remains confident that these initiatives, coupled with its continued focus on operational excellence, innovation and market expansion, will support sustainable growth, improved profitability and enhanced shareholder value.

Place: Derabassi
Date: November 3, 2026
CIN: L24231PB1975PLC047063
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Derabassi, Dist. SAS Nagar
Mohali (Punjab) - 140201, India

By order of the Board
For Punjab Chemicals and Crop Protection Limited

Sd/-
Rishu Chatley
Company Secretary cum Compliance Officer