

Punjab Alkalies & Chemicals Limited

NOTICE

Notice is hereby given that the **45th Annual General Meeting** of the Members of **Punjab Alkalies & Chemicals Limited** will be held on Tuesday, the **29th September, 2020** at **12.00 hours** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:-

As ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Profit and Loss Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Manjit Singh Brar, IAS (DIN:00942519), who retires by rotation and being eligible, offers himself for reappointment.

As Special Business

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

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval 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 2020-21 at a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand 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."

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

"RESOLVED that Shri Alok Shekhar, IAS (DIN:02529859), 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 as 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 Sibin Chakkyadath, IAS (DIN:07285200), 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 as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation."

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

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

CIN: L24119CH1975PLC003607

Dated: August 14, 2020

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The AGM is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.



3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.punjabalkalies.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Institutional investor, who are members of the Company are encouraged to attend and vote at the 45th Annual General Meeting through VC/OAVM facility. Corporate members intending to appoint their authorized representative pursuant to sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of Board resolution to the scrutinizer by e-mail at ajayksc@gmail.com
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at item Nos. 3 to 5 is annexed. The relevant details of the Directors proposed to be appointed/ re-appointed at the Annual General Meeting, as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are also annexed.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (both days inclusive).
11. Members who have not yet paid the Allotment Money on their new equity shares are requested to remit the same together with interest thereon.
12. The unclaimed Dividends for the years 1989-90, 1990-91, 1991-92, 1992-93, 1993-94 and 1994-95 have been transferred to the General Revenue Account of the Central Government in terms of Section 205A of the Companies Act, 1956. The unclaimed Dividends for the years 1995-96 and 1996-97 have been transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 205A read with Section 205C of the Companies Act, 1956.
13. 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.
14. Members who have not registered their e-mail address and changes, if any, in the same, with the Company for the purpose of receiving notices, documents, Annual Reports and other shareholders' communications, etc., electronically, by e-mail, are requested to register their latest e-mail address, with (i) the Company or its Registrars & Share Transfer Agents in case of shares held in Physical Mode and (ii) the Company or its Registrars & Share Transfer Agents and/or their Depository through their Depository Participant in case of shares held in Dematerialised Mode; and send the 'Form for Registering E-mail Address' available on the Company's Website www.punjabalkalies.com, duly completed and signed, to the Company or its Registrars & Share Transfer Agents.
15. 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.
16. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
17. Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules, 2014 read with notification GSR 207(E) dated 19th March 2015, and as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 the Company is pleased to offer the option of remote and AGM E-Voting facility to all the Members of the Company. For this purpose, the Company has entered into an

(ii)

Punjab Alkalies & Chemicals Limited

agreement with Central Depository Services (India) Limited (CDSL). The Members can vote electronically either in advance during the e-voting period ("remote e-voting") or on the day of AGM. The Company has appointed Mr. Ajay Arora, Practicing Company Secretary, (FCS No. 2191; CP No. 993) as Scrutinizer.

THE INSTRUCTIONS FOR SHARE HOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 26th September, 2020 at 10.00 a.m. onwards and ends on 28th September, 2020 at 5.00 p.m. During this period, shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already e-voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>● 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 as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the "Punjab Alkalies & Chemicals Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(iii)



(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESSES FOR THOSE SHARE HOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to beetalrta@gmail.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary id or NSDL -16 digit DPID + CLID), Name, client master or copy of Consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) to beetalrta@gmail.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@punjabkaliaes.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@punjabkaliaes.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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 secretarial@punjabkaliaes.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you may refer 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 beetalrta@gmail.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

Punjab Alkalies & Chemicals Limited

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

18. The Scrutiniser shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
19. The Result shall be declared on or after the AGM of the Company. The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.punjabalkalies.com and CDSL within 2 (two) days of passing of the resolution at the AGM of the company and communicated to the BSE Limited.

EXPLANATORY STATEMENT

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

ITEM NO. 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, 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 2020-21 at a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand 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 2020-21, 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.

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

ITEM NO. 4 and 5

The Punjab State Industrial Development Corporation Limited (PSIDC) has under the provisions of Articles 129 (a) and 159 (1) of the Articles of Association of the Company nominated Shri Alok Shekhar, 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 14th July, 2020. Accordingly, Shri Alok Shekhar, IAS was appointed an Additional Director in the capacity of Chairman of the Company with effect from 14th July, 2020 by the Board of Directors.

The PSIDC has under the provisions of Articles 129 (a) of the Articles of Association of the Company nominated Shri Sibin Chakkyadath, IAS, Managing Director, PSIDC as Director of the Board of Directors of the Company. Accordingly, Shri Sibin C., IAS was appointed an Additional Director of the Company with effect from 24th June, 2020 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 Alok Shekhar, IAS and Shri Sibin Chakkyadath, IAS.

Shri Alok Shekhar, IAS and Shri Sibin Chakkyadath, 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 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 Resolutions set out at Item No. 4 of the Notice excepting Shri Alok Shekhar, IAS.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolution set out at Item No. 5 of the Notice excepting Shri Sibin Chakkyadath, IAS.

By Order of the Board of Directors

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

Sd/-
(SUGANDHA KUKREJA)
Company Secretary

CIN: L24119CH1975PLC003607
Dated: August 14, 2020

ANNEXURE TO NOTICE

Details of the Directors proposed to be appointed/re appointed at the 45th Annual General Meeting on 29th September, 2020
(Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

(w)

Name of the Director	Shri Alok Shekhar, IAS, Chairman & Director	Shri Manjit Singh Brar, IAS, Managing Director	Sibin C, IAS, Director
Date of Birth	13.04.1970	28.05.1967	15.03.1977
Date of Appointment	14.07.2020	20.03. 2017	24.06.2020
Qualifications	B. Tech. (Civil Engineering)	B. Com. (Honours), LL.M.	M. Sc., MBA
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
Directorships of other Companies as on 14 th August, 2020	<u>Chairman & Director</u> Punjab Communications Limited <u>Director</u> Punjab Information and Communication Technology Corporation Limited Punjab State Biotech Corporation	<u>Managing Director</u> Punjab Agro Industries Corporation Limited <u>Director</u> Punjab Agro Juices Limited Punjab Agro Foodgrains Corporation Limited Punjab Agri Export Corporation Limited Sukhjit Mega Food Park & Infra Limited	<u>Managing Director</u> Punjab State Industrial Development Corporation Limited <u>Director</u> Punjab Information and Communication Technology Corporation Limited Punjab Small Industries & Export Corporation Limited Punjab Agro Industries Corporation Limited
Chairmanships/ Memberships of the Committees of the Board of Companies as on 14 th August, 2020	-	<u>Punjab Alkalies & Chemicals Limited</u> Share Transfer Committee - Chairman Audit Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee -Member Risk Management Committee -Member	-
Number of Equity Shares of the Company held	Nil	Nil	Nil



45th

ANNUAL REPORT 2019 -20

pacl

Punjab Alkalies & Chemicals Limited

CONTENTS	Page No.
1. Directors' Report	2
2. Management Discussion and Analysis Report	8
3. Secretarial Audit Report	10
4. Extract of Annual Return (Form MGT-9)	13
5. Corporate Governance Report	18
6. Auditors' Certificate	24
7. Independent Auditors' Report	25
8. Balance Sheet	32
9. Profit and Loss Statement	33
10. Cash Flow Statement	34
11. Notes on Financial Statements	36

Punjab Alkalies & Chemicals Limited

BOARD OF DIRECTORS	Shri Alok Shekhar, IAS, Chairman Shri Manjit Singh Brar, IAS, Managing Director Shri. Sibin Chakkyadath, IAS, Nominee Director Dr. A.K. Kundra, IAS (Retd.), Independent Director Shri G.S. Sandhu, IAS (Retd.), Independent Director Shri D.C. Mehandru, Independent Director Shri J.S. Mann, Independent Director Shri Naveen Chopra, Whole Time Director
COMPANY SECRETARY	CS Sugandha Kukreja
BANKERS	Punjab National Bank Punjab & Sind Bank
AUDITORS	M/s. Hari S. & Associates, Chartered Accountants, 3228, Sector 15-D Chandigarh - 160 015 Firm Registration No. 007709N
INTERNAL AUDITORS	M/s. Mukesh Raj & Co. Chartered Accountants, # 114, Sector 11-A, Chandigarh-160011 Firm Registration No. 016693N
REGISTERED OFFICE	S.C.O. 125-127, Sector 17-B, Chandigarh-160 017
CIN	L24119CH1975PLC003607
WORKS	Nangal-Una Road, Naya Nangal-140 126 Distt. Ropar, Punjab
REGISTRARS & SHARE TRANSFER AGENTS	M/s. Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi - 110 062
DEBENTURE TRUSTEE	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17 R. Kamani Marg, Ballard Estate Mumbai 400 001



DIRECTORS' REPORT

Your Directors have pleasure in presenting 45th Annual Report of the Company together with the Audited Accounts for the financial year ended 31st March, 2020.

Chlor-Alkali business witnessed a sharp decline in product prices as domestic caustic prices aligned with the international prices. The imports which were restricted last year due to requirements of quality approvals by Indian authorities have grown substantially at a time when domestic capacity has also increased thereby adversely affecting your Company's turnover and Profits.

Financial Results

The financial results of the Company for the financial year ended 31st March, 2020 are summarised below :-

	(Rs. in crores)	
	2019-20	2018-19
Revenue from Operation and & Other Income	310.89	380.52
Finance Costs	5.17	8.11
Depreciation, etc.	13.17	16.29
Total Expenditure excluding	274.38	297.37
Finance Costs and Depreciation, etc.		
Profit/(Loss) before tax	18.17	58.75
Tax Expenses	9.37	2.89
Profit/(Loss) after tax	8.80	55.86
Earning per Share (EPS)	3.24	20.58
Basic and diluted (in Rs.)		

The Company's Net Sales Turnover has declined to Rs. 290.39 crores in the financial year 2019-20 from Rs.375.73 crores in the preceding financial year. The Capacity Utilisation at 91.6% during the year under review was lower against 97.8% in the preceding year 2018-19. During the year under review, the Company has earned Net Profit (before tax) of Rs.18.17 crores against Net Profit (before tax) of Rs.58.75 crores in the financial year 2018-19.

In view of the accumulated losses of the Company, the Directors regret their inability to recommend any dividend for the financial year 2019-20.

Finance and Corporate Debt Restructuring

Pursuant to the CDR Scheme approved by Corporate Debt Restructuring Empowered Group (CDR EG) and consent of Shareholders in the Annual General Meeting held on 29th September, 2016, the Company had issued and allotted a) 66,05,246 equity shares, b) 27,69,200 Fully Convertible Debentures (FCDs) and c) 4,06,000 Non Convertible Debentures (NCDs) to the CDR Lenders. These FCDs and NCDs are carrying coupon rate equivalent to base rate of IDBI Bank Limited i.e. 10% p.a. payable on six monthly basis. The Company has fully redeemed 4,06,000 NCDs issued to CDR Lenders on 1st July, 2020. The FCDs were due for conversion into Equity shares of the Company on 1st July, 2020 at a price which shall be determined in accordance with SEBI ICDR Regulations, 2009 (as amended). However, PACL had the first right of refusal for redemption before conversion of FCDs into Equity Shares. At the request of Company due to slowdown of economy and COVID-19 pandemic, the lead lender/ Debentureholder, IDBI Bank Limited has agreed to extend the redemption date of FCDs upto 01.01.2021 with additional terms and conditions. Consequent upon receipt of approvals from Debenture Trustee alongwith all Debentureholders/ CDR Lenders viz. Punjab and Sind Bank, Punjab National Bank and IFCI Limited and LIC of India, the Company has extended the tenure/ redemption date of FCDs by six months from 1st July, 2020 to 1st January, 2021.

During the financial year under review, the Company did not raise funds by way of fixed deposits.

Impact of COVID – 19

Pursuant to the outbreak of Covid-19, the Government of India declared countrywide lock down on March 24, 2020 which led to the temporary suspension of some operations of the Company which adversely impacted the business of the Company. The Company has adopted all the necessary measures to protect the health and well being of employees and ensure business continuity to the extent possible with minimal disruption.

Current Operations and Outlook

During the first four months of the current financial year, the Company has produced 19557 MT of Caustic Soda Lye as against production of 33279 MT during the corresponding period of the previous year. The Plant operated at a very low capacity because of shortage of demand due to COVID -19. Unit I has remained under closure during this period. The combined average realisation in this period was Rs.30,528. During this period, the Provisional Net Loss (before tax) has been Rs.6.40 crores on a Sales Turnover of Rs.56.00 crores (Gross) against a Net Profit (before tax) of Rs.15.80 crores on a Sales Turnover of Rs.119.80 crores in the corresponding period of the preceding financial year.

With the modernisation of Plant with Generation -6 Electrolysers, the power consumption has come down to 2350 units per MT from 2745 units per MT at a production level of 250 TPD. This will reduce the average cost of production of the Company and improve profitability. Under Industrial and Business Development Policy, 2017 of Government of Punjab, the Company has been granted exemption in electricity duty over a period of 10 years subject to a cap of Rs 120 Cr and reimbursement of 25% of net GST over a period of 7 years subject to a cap of Rs 120 Cr. These Fiscal Incentives will further improve profitability.