

## **PANDIAN CHEMICALS LIMITED**

Regd. Office : 17-A, Vallabhai Road, Chokkikulam, Madurai – 625 002.

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CIN : U24297TN1972PLC006245

GST No. : 33AABCP6618D1ZR

### **NOTICE**

Notice is hereby given that the **47<sup>th</sup> Annual General Meeting** of the Members of **Pandian Chemicals Limited** will be held on **Wednesday 23<sup>rd</sup>, September 2020 at 12.00 Noon** through Video Conferencing through “ZOOM” to transact the following business : The venue of the meeting shall be deemed to be the Registered office of the Company 17-A, Vallabhai Road, Chokkikulam, Madurai–625 002.

#### **ORDINARY BUSINESS :**

1. To consider passing the following resolution as an ordinary resolution :  
RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31<sup>st</sup> March, 2020, together with the Directors’ Report and the Auditors’ Report thereon as circulated to the Members and presented to the meeting be and are hereby approved and adopted.
2. To consider passing the following resolution as an ordinary resolution :  
RESOLVED to ratify 100% interim dividend declared by the Board of Directors as final dividend on equity shares for the year ended 31.03.2020.
3. To consider passing the following resolution as an ordinary resolution :  
RESOLVED THAT Thiru S.Annamalai (holding DIN 00001381), Director, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company.
4. To consider passing the following resolution as an ordinary resolution :  
RESOLVED THAT Thiru Gunasingh Chelladurai (holding DIN 00168538), Director, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company.

By Order of the Board  
**K. SATHIAVAN**  
Company Secretary

Dated : 29.08.2020

**Registered Office :**  
17-A, Vallabhai Road  
Chokkikulam  
Madurai – 625 002.

#### **NOTE :**

1. IN VIEW OF THE GLOBAL COVID-19 PANDEMIC, THE MINISTRY OF CORPORATE AFFAIRS (MCA) HAS VIDE GENERAL CIRCULAR NO.20/2020 DATED MAY 5, 2020 READ WITH GENERAL CIRCULAR NOS.14/2020 DATED APRIL 8, 2020 HAS ALLOWED COMPANIES TO CONDUCT THE ANNUAL GENERAL MEETING (AGM) THROUGH VIDEO CONFERENCING (VC) THROUGH “ZOOM” MEETING. THE ID AND PASSCODE TO PARTICIPATE IN THE MEETING WILL BE SENT BY EMAIL TO THE MEMBERS OF THE COMPANY. THE MEMBERS MAY SEND EMAIL TO THE COMPANY [pandian@pclindia.com](mailto:pandian@pclindia.com) FOR OBTAINING LOGIN ID AND PASSCODE. THE ANNUAL REPORT CAN BE DOWNLOADED FROM COMPANY WEBSITE : [www.pclindia.com](http://www.pclindia.com).
2. AS THE AGM SHALL BE CONDUCTED THROUGH VIDEO CONFERENCING, THE FACILITY FOR APPOINTMENT OF PROXY BY THE MEMBERS IS NOT AVAILABLE. HENCE, PROXY FORM, ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
3. MEMBERS ATTENDING THE AGM THROUGH VC SHALL BE RECKONED FOR THE PURPOSE OF QUORUM FOR THE AGM AS PER SECTION 103 OF THE COMPANIES ACT, 2013 (ACT).
4. CORPORATE MEMEBRS INTENDING TO AUTHORIZE THEIR REPRESENTATIVES TO PARTICIPATE AND VOTE AT THE MEETING ARE REQUESTED TO MAIL TO [pandian@pclindia.com](mailto:pandian@pclindia.com) , A SCANNED COPY (PDF/JEPG FORMAT) OF THE BOARD RESOLUTION AUTHORISING THEIR REPRESENTATIVES TO ATTEND AND VOTE AT THE AGM, PURSUANT TO SECTION 113 OF THE ACT.

5. MEMBERS HOLDING SHARES IN DEMATERIALIZED FORM ARE REQUESTED TO INTIMATE ALL PARTICULARS OF BANK MANDATES, NOMINATIONS, POWER OF ATTORNEY, CHANGE OF ADDRESS, E-MAIL ADDRESS, CONTACT NUMBERS, ETC. TO THEIR DEPOSITORY PARTICIPANT (DP). MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO INTIMATE SUCH DETAILS TO THE COMPANY.
6. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO PROVIDE / UPDATE DETAILS OF THEIR BANK ACCOUNTS INDICATING THE NAME OF THE BANK, BRANCH, ACCOUNT NUMBER AND THE NINE DIGIT MICR CODE AND IFSC CODE (AS APPEARING ON THE CHEQUE) ALONG WITH SCANNED COPY OF THE CHEQUE / CANCELLED CHEQUE TO COMPANY
7. MEMBERS HOLDING SHARES IN PHYSICAL FORM IN SINGLE NAME ARE ADVISED TO AVAIL OF NOMINATION FACILITY. AS PER THE PROVISIONS OF SECTION 72 OF THE ACT, THE FACILITY FOR MAKING NOMINATION IS AVAILABLE FOR MEMBERS IN RESPECT OF THE SHARES HELD BY THEM. MEMBERS WHO HAVE NOT YET REGISTERED THEIR NOMINATION, ARE REQUESTED TO REGISTER THE SAME BY SUBMITTING FROM NO. SH-13. NOMINATION FORMS WHICH CAN BE OBTAINED FROM THE COMPANY.
8. INDIVIDUAL SHAREHOLDERS CAN NOW AVAIL THE FACILITY OF NOMINATION. THE NOMINEE SHALL BE THE PERSON IN WHOM ALL RIGHTS OF TRANSFER AND/OR AMOUNT PAYABLE IN RESPECT OF SHARES SHALL VEST IN THE EVENT OF THE DEATH OF THE SHAREHOLDER(S). A MINOR CAN BE A NOMINEE PROVIDED THE NAME OF THE GUARDIAN IS GIVEN IN THE NOMINATION FORM. MEMBERS WHO HAVE NOT AVAILED THE NOMINATION FACILITY SO FAR ARE REQUESTED TO WRITE TO THE COMPANY.
9. IN THE AGM ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.
10. MEMBERS DESIROUS OF OBTAINING ANY INFORMATION CONCERNING ACCOUNTS AND OPERATIONS OF THE COMPANY ARE REQUESTED TO ADDRESS THEIR COMMUNICATIONS AT LEAST SEVEN DAYS BEFORE THE DATE OF THE MEETING. THE SAME WILL BE SUITABLY REPLIED TO BY THE COMPANY.
11. AS SHARES OF THE COMPANY ARE UNDER COMPULSORY DEMAT, MEMBERS ARE REQUESTED TO DEMATERIALIZED THEIR SHAREHOLDING FOR EASY TRANSFER OF SHARES.

12. **DIVIDEND UNCLAIMED :**

PURSUANT TO SECTION 125A OF THE COMPANIES ACT, 2013, THE UNPAID / UNCLAIMED DIVIDEND FOR THE YEAR 2012-2013 WILL BECOME TRANSFERABLE AT THE END OF SEVEN YEARS TO THE 'INVESTOR EDUCATION & PROTECTION FUND' DURING 2020. ONCE THE AMOUNT IS SO TRANSFERRED, NO CLAIM SHALL LIE AGAINST THE COMPANY IN RESPECT OF THE TRANSFERRED DIVIDEND AMOUNT. THEREFORE SHAREHOLDERS ARE REQUESTED TO SEND THEIR CLAIMS, IF ANY, FOR THE FINANCIAL YEAR 2012-2013 ONWARDS BEFORE THE AMOUNT BECOMES DUE FOR TRANSFER TO THE ABOVE FUND.

A) IN COMPLIANCE WITH SECTION 124 OF THE COMPANIES ACT, 2013, 35<sup>TH</sup> EQUITY DIVIDEND DECLARED ON 13.09.2013 FOR THE FINANCIAL YEAR ENDED MARCH 31, 2013 WHICH REMAINS UNCLAIMED FOR A PERIOD OF SEVEN YEARS, SHALL BECOME DUE FOR TRANSFER ON 13.10.2020 AND INTERIM DIVIDEND 2013-14 DECLARED ON 13.12.2013 WHICH REMAINS UNCLAIMED FOR A PERIOD OF SEVEN YEARS, SHALL BECOME DUE FOR TRANSFER ON 13.01.2021 TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF) OF THE CENTRAL GOVERNMENT. MEMBERS WHO HAVE NOT CLAIMED THEIR DIVIDEND FOR THE ABOVE MENTIONED YEARS ARE REQUESTED TO MAKE THEIR CLAIM TO SECRETARY, PANDIAN CHEMICALS LTD., FOR THE 35<sup>TH</sup> EQUITY DIVIDEND NOT LATER THAN SEPTEMBER 30, 2020 AND FOR INTERIM DIVIDEND 2013-14 NOT LATER THAN 31.12.2020.

B) INTIMATION LETTERS WERE SENT TO MEMBERS OF THE COMPANY WHO HAVE NOT CLAIMED THEIR DIVIDENDS FOR SEVEN CONSECUTIVE YEARS AND REQUESTED TO CLAIM THE DIVIDENDS FROM THE COMPANY BY 14.10.2019 AND 09.12.2019, FAILING WHICH, THEIR SHARES AND WOULD BE TRANSFERRED TO THE IEPF AUTHORITY ALONG WITH UNCLAIMED DIVIDEND AS PER THE PROCEDURE PRESCRIBED IN THE IEPF RULES.

THE INFORMATION PERTAINING TO UNCLAIMED DIVIDENDS AND THE DETAILS OF SUCH MEMBERS AND THE SHARES DUE FOR TRANSFER TO THE IEPF AUTHORITY ARE ALSO AVAILABLE ON THE COMPANY'S WEBSITE AT [WWW.PANDIAN@PCLINDIA.COM](http://WWW.PANDIAN@PCLINDIA.COM)

C) THE COMPANY HAS ALREADY TRANSFERRED ALL SHARES IN RESPECT OF WHICH DIVIDEND HAD NOT BEEN CLAIMED FOR SEVEN CONSECUTIVE YEARS OR MORE ALONG WITH UNCLAIMED DIVIDEND, DECLARED FOR THE FINANCIAL YEAR ENDED 31.03.2011 AND EARLIER PERIODS TO THE INVESTOR EDUCATION AND PROTECTION FUND.

13. **DEMATERIALIZED OF SHARES :**

THE SHARES OF THE COMPANY HAVE TO BE HELD IN DEMAT FORM FOR EFFECTING TRANSFER. THE SHAREHOLDERS WHO HAVE NOT SO FAR DEMATERIALIZED THEIR SHARES ARE REQUESTED TO DO SO IN THEIR OWN INTEREST HAVING REGARD TO THE SAFETY AND BENEFITS ATTACHED THERETO.

SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONTACT THE REGISTERED OFFICE OF THE COMPANY OR REGISTRARS & TRANSFER AGENTS OF THE COMPANY M/S.INTEGRATED REGISTRY MANAGEMENT SERVICES PVT.LTD. FOR FURTHER INFORMATION IN THIS REGARD.

14. **CHANGE OF ADDRESS :**

MEMBERS IN RESPECT OF SHARES HELD IN PHYSICAL FORM, ARE REQUESTED TO NOTIFY CHANGES IN THEIR ADDRESSES ALONG WITH PIN CODE TO THE COMPANY :

IN CASE THE SHARES ARE HELD IN ELECTRONIC FORM (DEMAT), CHANGES, IF ANY, IN THEIR ADDRESSES SHALL BE COMMUNICATED TO THE DEPOSITORY PARTICIPANTS (DPS) WHERE THE BENEFICIARY ACCOUNT IS MAINTAINED.