PANDIAN CHEMICALS LIMITED
Regd. Office : 17-A, Vallabhai Road, Chokkikulam, Madurai – 625 002.
Phone : (91)-452-2532436 Fax : (91)-452-2532151
E-mail : pandian@pclindia.com Website : www.pclindia.com
CIN : U24297TN1972PLC006245
GST No. : 33AABCP6618D1ZR

N O T I C E

Notice is hereby given that the **53rd Annual General Meeting** of the Members of **Pandian Chemicals Limited** will be held on **18th September, 2026 Friday at 1.00 PM through Video Conferencing / Other Audio Visual Means (OAVM)** to transact the following business :

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 **31st March, 2026**, 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 and if deemed fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

   RESOLVED THAT the interim dividend of Rs. 75/- per share paid during December 2025 be ratified and to declare final Dividend of Rs. 75/- per share for the year ended 31-March-2026 and the same be paid out of the profits of the company to those members whose name appear in the register of members as on the date of Annual General Meeting.

3. To consider appointing ThiruC.Gunasingh Prithiviraj (DIN 00168538) who retires by rotation as a Director of the company and being eligible offers himself for reappointment by passing following resolution as an ordinary resolution.

   "RESOLVED THAT ThiruC.Gunasingh Prithiviraj (DIN 00168538) who retires by rotation and being eligible for reappointment is hereby reappointed as a Director of the company".

Special Business :

4. To consider approving appointment of Thiru D.Manoharraj CEO of the Company as Managing Director w.e.f.10th April 2026 to 18.07.2028 on terms approved by Board stated in the explanatory statement attached to notice.

By Order of the Board
S.ANNAMALAI
Vice Chairman

Dated : 14.08.2026.

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

NOTE :

1. 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.NOMINEE DETAILS.

2. MEMBERS HOLDING SHARES IN DEMATERIALISED 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.

3. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO PROVIDE / UPDATE DETAILS OF THEIR BANK ACCOUNT 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

4. 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 FORM NO. SH-13. NOMINATION FORMS WHICH CAN BE OBTAINED FROM THE COMPANY.

5. 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.

6. AS SHARES OF THE COMPANY ARE UNDER COMPULSORY DEMAT, MEMBERS ARE REQUESTED TO DEMATERIALISE THEIR SHAREHOLDING FOR EASY TRANSFER OF SHARES.

7. **DIVIDEND UNCLAIMED :**

   PURSUANT TO SECTION 125A OF THE COMPANIES ACT, 2013, THE UNPAID / UNCLAIMED DIVIDEND **FOR THE YEAR 2019-2020** WILL BECOME TRANSFERABLE AT THE END OF SEVEN YEARS TO THE ‘INVESTOR EDUCATION & PROTECTION FUND’ DURING **2026.** ONCE THE AMOUNT IS SO TRANSFERRED, NO CLAIM SHALL LIE AGAINST THE COMPANY IN RESPECT OF THE TRANSFERED DIVIDEND AMOUNT.THEREFORE SHAREHOLDERS ARE REQUESTED TO SEND THEIR CLAIMS, IF ANY, FOR THE FINANCIAL YEAR **2019-2020** ONWARDS BEFORE THE AMOUNT BECOMES DUE FOR TRANSFER TO THE ABOVE FUND.

A) IN COMPLIANCE WITH SECTION 124 OF THE COMPANIES ACT, 2013, FINAL AND INTERIM DIVIDEND DECLARED ON **13.09.2019 & 07.11.2019** FOR THE FINANCIAL YEAR ENDED **MARCH 31, 2019** AND THE **FINANCIAL YEAR 2019-2020** RESPECTIVELY WHICH REMAINS UNCLAIMED FOR A PERIOD OF SEVEN YEARS, SHALL BECOME DUE FOR TRANSFER ON **13.10.2026 & 07.12.2026** TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF) OF THE CENTRAL GOVERNMENT. MEMBERS WHO HAVE NOT CLAIMED THEIR DIVIDEND FOR THE ABOVE MENTIONED YEAR ARE REQUESTED TO MAKE THEIR CLAIM TO GENERAL MANAGER, PANDIAN CHEMICALS LTD., FOR THE FINAL DIVIDEND NOT LATER THAN **SEPTEMBER 30TH 2026** AND INTERIM DIVIDEND NOT LATER THAN **NOVEMBER 30TH 2026** RESPECTIVELY.

B) INTIMATION LETTERS WILL BE SENT TO MEMBERS OF THE COMPANY WHO HAVE NOT CLAIMED THEIR DIVIDENDS FOR SEVEN CONSECUTIVE YEARS. THE MEMBERS ARE REQUESTED TO CLAIM THE DIVIDENDS FROM THE COMPANY WITHIN THE DUE DATE, STATED ABOVE FAILING WHICH, THEIR SHARES WOULD BE TRANSFERRED TO THE IEPF AUTHORITY ALONG WITH UNCLAIMED DIVIDEND AS PER THE PROCEDURE PRESCRIBED UNDER 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.pclindia.com

8. **DEMATERIALISATION OF SHARES :**

THE SHARES OF THE COMPANY HAVE TO BE HELD IN DEMAT FORM FOR EFFECTING TRANSFER. THE SHAREHOLDERS WHO HAVE NOT SO FAR DEMATERIALISED 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.

9. **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.

PANDIAN CHEMICALS LIMITED

EXPLANATORY STATEMENT UNDER SECTION 102 OF COMPANIES ACT

Explanatory Statement for S.No.4

Thiru D.Manoharraj Chief Executive Officer of the Company was appointed as Managing Director of the Company in the Board Meeting held on 10th April 2026, on remuneration earlier fixed by Board for his responsibilities as CEO of the Company which is given below:

a. CTC not exceeding Rs.100 Lakhs from 10th April 2026 to 18th July 2026.
b. CTC not exceeding Rs.108 Lakhs from 19th July 2026 to 18th July 2027.
c. CTC not exceeding Rs.116 Lakhs from 19th July 2027 to 18th July 2028.
d. Use of Company car with Driver for official and personal use
e. Gratuity 15 days pay for every year of completed service
f. Personal Accident insurance – Subject to ceiling of Rs.10,000/- per annum insurance premium
g. Free Telephone facility at residence
h. One month leave as per Rules of the Company Unavailed leave cannot be encashed.
i. In the event of absence or inadequacy of profit in any financial year, the above remuneration shall be the minimum remuneration payable to Managing Director

The above terms are in compliance with the provisions of Sec.196 and 197 read with schedule V of the Companies Act 2013.

No other Director other than Thiru D.Manoharraj personally interested in the appointment of Thiru D.Manoharraj as Managing Director.