

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

NOTICE

Notice is hereby given that the **44th Annual General Meeting** of the Members of Pandian Chemicals Limited will be held on **Friday the 8th day of September, 2017 at 1.00 p.m. at Hotel Annamalai International, # 120 Feet Road (Opposite to Mattuthavani Bus Stand), Madurai – 625007** to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the financial statements including balance sheet as at 31st March, 2017 and the statement of Profit and Loss for the year ended on that day along with Directors' and Auditor's Report thereon.
2. To ratify 50% interim dividend declared by the Board of Directors and to declare final dividend on equity shares for the year ended 31.03.2017.
3. To appoint a Director in the place of Thiru S.Narayanaswamy (DIN 00001889) who retires by rotation and who being eligible offers himself for reappointment.
4. To appoint a Director in the place of Thiru V.Ayyan Kodiswaran (DIN 00001872) who retires by rotation and who being eligible offers himself for reappointment.

5. Appointment of Auditor :

To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution :

"Resolved that Thiru S.Chandrasekaran, Chartered Accountant, Sivakasi be and is hereby reappointed as Statutory Auditor of the Company for a period of 5 years to hold office from the conclusion of this 44th Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company".

"Further resolved that the Board of Directors of the Company be and are hereby authorized to fix the remuneration of the Auditor."

As Special Business :

6. To consider and if, thought fit, to pass with or without modification the following resolution as an ordinary resolution :

"Resolved that the consent of the Company be and is hereby accorded pursuant to all the applicable provisions of the Companies Act, 2013 to the reappointment and payment of remuneration to Thiru D.Manoharraj, Managing Director of the Company for 5 years w.e.f. 10.2.2017 on the terms and conditions contained in the agreements dated 13.01.2017 and 14.07.2017 entered with him."

By Order of the Board
K. SATHIAVAN
Company Secretary

Dated 14th July, 2017

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

Explanatory Statement for item No.6 :

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business item No.6 of the Notice dated 14th July, 2017.

Thiru D.Manoharraj was reappointed as Managing Director on 10th February, 2012 for a period of 5 years by the shareholders in the 39th Annual General Meeting held on 14.09.2012.

On the expiry of 5 years, the Board has reappointed Thiru D.Manoharraj for a period of 5 years w.e.f.10.2.2017 on following terms :

- | | | | |
|----|---|---|---|
| a. | Salary | : | Rs.3,00,000/- per month |
| b. | Contribution to PF | : | 12% of the salary |
| c. | Personal Accident Insurance | : | Subject to a ceiling of Rs.10,000/- per annum. |
| d. | Contribution to Superannuation Fund | : | 15% of Salary |
| e. | Annual Increment | : | Rs.30,000/- per annum |
| f. | Gratuity | : | 15 days pay per each year of completed service. |
| g. | Company maintained car with driver for official and personal use. | | |

In the event of absence (or) inadequacy of profits in any financial year, the above remuneration shall be the minimum remuneration payable to the Managing Director Thiru D.Manoharraj.

No Director interested in the resolution except Thiru D.Manoharraj.

By Order of the Board
K. SATHIAVAN
Company Secretary

NOTE :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 17-A, VALLABHAI ROAD, CHOKKIKULAM, MADURAI 625 002 NOT LATER THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. 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.
3. DIVIDEND UNCLAIMED :
PURSUANT TO SECTION 125A OF THE COMPANIES ACT, 2013, THE UNPAID / UNCLAIMED DIVIDEND FOR THE YEAR 2009-2010 WILL BECOME TRANSFERABLE AT THE END OF SEVEN YEARS TO THE 'INVESTOR EDUCATION & PROTECTION FUND' DURING 2017. ONCE THE AMOUNT IS SO TRANSFERRED, NO CLAIM SHALL LIE AGAINST THE FUND OR THE COMPANY IN RESPECT OF DIVIDEND AMOUNT. THEREFORE SHAREHOLDERS ARE REQUESTED TO SEND THEIR CLAIMS, IF ANY, FOR THE FINANCIAL YEAR 2009-2010 ONWARDS BEFORE THE AMOUNT BECOMES DUE FOR TRANSFER TO THE ABOVE FUND. SHAREHOLDERS ARE REQUESTED TO ENCASH THE DIVIDEND WARRANTS IMMEDIATELY ON RECEIPT.