



# Punjab Alkalies & Chemicals Limited

Regd. Office : S.C.O. 125-127, Sector 17-B, Chandigarh - 160 017 (INDIA)  
Phone : 0172-4072508-569, E-mail : [info@punjabalkalies.com](mailto:info@punjabalkalies.com) Fax : 0172-2704797  
CIN : L24119CH1975PLC003607, Website : [www.punjabalkalies.com](http://www.punjabalkalies.com)



PACL:SEC:2019: 541

21.08.2019

BSE Limited,  
1st Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort,  
**MUMBAI-400 001.**

Sub. : **Notice of 44<sup>th</sup> Annual General Meeting and Annual Report for the year 2018-19 of the Company.**


Dear Sir,

Pursuant to the provisions of Regulation 30 read with Part A of Schedule III and Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, attached herewith Annual Report for the year 2018-19 alongwith Notice of the 44<sup>th</sup> Annual General Meeting of the Company.

Please take the same on record.

Thanking you,

Yours faithfully,  
For PUNJAB ALKALIES & CHEMICALS LIMITED

  
**SUGANDHA KUKREJA**  
COMPANY SECRETARY

Encl.: As above

## Punjab Alkalies & Chemicals Limited

### NOTICE

Notice is hereby given that the **44<sup>th</sup> Annual General Meeting** of the Members of **Punjab Alkalies & Chemicals Limited** will be held in **National Institute of Technical Teacher's Training and Research Auditorium, NITTTR Complex, Sector 26, Chandigarh** on **Saturday, the 14<sup>th</sup> September, 2019 at 10.00 hours** to transact the following business:-

#### As ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 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 Smt. Vini Mahajan, IAS (DIN: 06943948), who retires by rotation and being eligible, offers herself 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 2019-20 at a remuneration of Rs. 30,000/- (Rupees Thirty 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 Manjit Singh Brar, IAS (DIN:00942519), 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 Smt. Deepti Uppal, IAS (DIN:07849677), 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 her 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."

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

"RESOLVED that Shri Naveen Chopra (DIN:08465391), 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."

7. 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 Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) 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 Shri Manjit Singh Brar, IAS (DIN:00942519) as Managing Director of the Company for a period of five years with effect from 15<sup>th</sup> February, 2019, at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

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."

8. 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 Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and



Remuneration of Managerial Personnel) 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 Smt. Neelima, IAS(DIN:08195539), who is already the Managing Director of the Punjab State Industrial Development Corporation Limited as Managing Director of the Company for the period from 27<sup>th</sup> March, 2019 to 18<sup>th</sup> April, 2019 for acting as Managing Director of the Company during the absence of Shri Manjit Singh Brar, IAS Managing Director of the Company from the Headquarters on account of his Election Duty for Lok Sabha Elections, 2019, at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

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."

9. 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 Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) 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 Shri Naveen Chopra (DIN:08465391) as Whole Time Director of the Company, designated as Director, for a period of five years with effect from 28<sup>th</sup> May, 2019, further his appointment including remuneration, as a Whole Time Director on the terms and conditions as set out in the explanatory statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of said appointment and/or remuneration as it may deem fit, subject to the same not exceeding limits specified under Section 197, read with Schedule V to the Companies Act, 2013 and Rules made thereunder or any statutory modification(s) or re-enactment thereof for the time being in force.

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."

10. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Dr.A.K. Kundra, IAS (Retd.) (DIN 00154024) who was appointed as an Independent Director of the Company in 39<sup>th</sup> Annual General Meeting and holds office till the conclusion of 44<sup>th</sup> Annual General Meeting and who is eligible for re-appointment and who has submitted that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and has attained the age of Seventy Six (76) years 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 re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second term of five (5) consecutive years from the date of this Annual General Meeting up to the conclusion of the 49<sup>th</sup> Annual General Meeting of the Company to be held in the year 2024.

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."

11. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Shri D.C. Mehandru (DIN 00308524) who was appointed as an Independent Director of the Company in 39<sup>th</sup> Annual General Meeting and holds office till the conclusion of 44<sup>th</sup> Annual General Meeting and who is eligible for re-appointment and who has submitted that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and has attained the age of Eighty Two (82) years 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 re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second term of five (5) consecutive years from the date of this Annual General Meeting up to the conclusion of the 49<sup>th</sup> Annual General Meeting of the Company to be held in the year 2024.

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."

## Punjab Alkalies & Chemicals Limited

12. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:  
 "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Shri J.S. Mann (DIN 00399381) who was appointed as an Independent Director of the Company in 39<sup>th</sup> Annual General Meeting and holds office till the conclusion of 44<sup>th</sup> Annual General Meeting and who is eligible for re-appointment and who has submitted that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second term of five (5) consecutive years from the date of this Annual General Meeting upto the conclusion of the 49<sup>th</sup> Annual General Meeting of the Company to be held in the year 2024.  
 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."
13. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Shri G.S. Sandhu, IAS (Retd.) (DIN 01790828) who was appointed as Additional Director, in an Independent capacity, 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 an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five (5) consecutive years from the date of this Annual General Meeting upto the conclusion of the 49<sup>th</sup> Annual General Meeting of the Company to be held in the year 2024.  
 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."

Registered Office:  
 S.C.O.125-127,  
 Sector 17-B,  
 Chandigarh-160 017  
 CIN: L24119CH1975PLC003607  
 Dated: August 9, 2019

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

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY (BLANK FORM ENCLOSED) DULY STAMPED, COMPLETED AND SIGNED SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
 A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at item Nos. 3 to 13 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.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 8<sup>th</sup> September, 2019 to 14<sup>th</sup> September, 2019 (both days inclusive).
4. Members who have not yet paid the Allotment Money on their new equity shares are requested to remit the same together with interest thereon.
5. 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 (iii)



Education and Protection Fund established by the Central Government in terms of Section 205A read with Section 205C of the Companies Act, 1956.

6. 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.
7. (a) 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](http://www.punjabalkalies.com), duly completed and signed, to the Company or its Registrars & Share Transfer Agents.
- (b) The said documents will also be available on the Company's Website [www.punjabalkalies.com](http://www.punjabalkalies.com) and physical copies of the same will also be available for inspection at the Registered Office of the Company during business hours on any working day. Members who register their e-mail address, will be entitled to get a physical copy of the said documents upon receipt of a request.
8. 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.
9. Members are requested to bring with them the attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
10. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
11. Members are requested to bring their copy of the Annual Report along with them to the Annual General Meeting.
12. The Remote E-Voting and Ballot facilities are being provided to the Members in respect of the business to be transacted in the Annual General Meeting of the Company. The detailed process and instructions for Remote E-Voting are enclosed and the same form an integral part of this Notice.
13. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 14. No Gift or Gift Coupon will be distributed at the Annual General Meeting.**
- 15. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (exception case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.**

#### **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 2019-20 at a remuneration of Rs.30,000/- (Rupees Thirty 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 2019-20, 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.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

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

## Punjab Alkalies & Chemicals Limited

### ITEM NO. 4 to 6

The Punjab State Industrial Development Corporation Limited (PSIDC) has under the provisions of Articles 129 (a) of the Articles of Association of the Company nominated Shri Manjit Singh Brar, IAS, and Smt. Deepti Uppal, IAS, as Directors on the Board of Directors of the Company. Accordingly, Shri Manjit Singh Brar, IAS and Smt. Deepti Uppal, IAS were appointed Additional Directors of the Company with effect from 15<sup>th</sup> February, 2019 and 9<sup>th</sup> August, 2019, respectively by the Board of Directors.

The Board of Directors of the Company in their meeting held on 27<sup>th</sup> May, 2019, on the recommendation of the Nomination and Remuneration Committee of the Company, appointed Shri Naveen Chopra, as an Additional Director of the Company with effect from 28<sup>th</sup> May, 2019.

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, however, eligible for reappointment.

The Company has received notice 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 Manjit Singh Brar, IAS, Smt. Deepti Uppal, IAS and Shri Naveen Chopra.

Shri Manjit Singh Brar, IAS, Smt. Deepti Uppal, IAS and Shri Naveen Chopra have given declaration that they are not disqualified from being appointed as Directors under Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The brief Profile of the said Director is given in the Annexure to this Notice.

The Directors recommend the Resolutions 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 Manjit Singh Brar, IAS.

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. 5 of the Notice excepting Smt. Deepti Uppal, IAS.

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. 6 of the Notice excepting Shri Naveen Chopra.

### ITEM NO. 7

The Punjab State Industrial Development Corporation Limited (PSIDC) had requested the Company to appoint Shri Manjit Singh Brar, IAS as an Additional Director on the Board of Directors of the Company and also take necessary steps to appoint him as Managing Director of the Company. Accordingly, the Board of Directors of the Company, in its meeting held on 15<sup>th</sup> February, 2019 pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions, if any, of the applicable Rules thereunder and subject to the approval of the Shareholders, appointed Shri Manjit Singh Brar, IAS as Managing Director of the Company for a period of five years with effect from 15<sup>th</sup> February, 2019 at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013.

Shri Manjit Singh Brar, IAS has done B.Com (Honours) and LL.M. He belongs to the Indian Administrative Service. He has about 27 years of rich and varied administrative experience to his credit.

The approval of the members is sought for appointment of Shri Manjit Singh Brar, IAS as Managing Director of the Company for a period of five years with effect from 15<sup>th</sup> February, 2019.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

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 excepting Shri Manjit Singh Brar, IAS to the extent of remuneration payable to him.

This Explanatory Statement together with the Resolution set out at Item No. 7 of the accompanying Notice is and should also be treated as an abstract of the terms and memorandum of interest under Section 190 and other applicable provisions of the Companies Act, 2013.

### ITEM NO. 8

The Punjab State Industrial Development Corporation Limited (PSIDC) had requested the Company to appoint Smt. Neelima, IAS (DIN:08195539) who is already Director of the Company as Managing Director of the Company during the absence of Shri Manjit Singh Brar, IAS Managing Director of the Company from the Headquarters on account of his Election Duty for Lok Sabha Elections, 2019. Accordingly, the Board of Directors of the Company, in its meeting held on 27<sup>th</sup> March, 2019, pursuant to the provisions of Sections 203, 196 and 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions, if any, of the applicable Rules thereunder and subject to the approval of the Shareholders, appointed Smt. Neelima, IAS who is already the Managing Director of the Punjab State Industrial Development Corporation Limited as Managing Director of the Company for the period from 27<sup>th</sup> March, 2019 to 18<sup>th</sup> April, 2019 for acting as the Managing Director of the Company during the absence of Shri Manjit Singh Brar, IAS, Managing Director of the Company from the Headquarters at the remuneration to be decided later within the limits specified in Schedule V of the Companies Act, 2013.



Smt. Neelima, IAS has done M.A. (Geography). She belongs to the Indian Administrative Service. She has about 12 years of rich and varied administrative experience to her credit.

Smt. Neelima has resigned from the post of Managing Director of the Company with effect from 18<sup>th</sup> April, 2019 however, she continued to act as Director of the Company.

The approval of the members is sought for appointment of Smt. Neelima, IAS as Managing Director of the Company for the period from 27<sup>th</sup> March, 2019 to 18<sup>th</sup> April, 2019 for acting as the Managing Director of the Company during the absence of Shri Manjit Singh Brar, IAS, Managing Director of the Company from the Headquarters on account of his Election Duty for Lok Sabha Elections, 2019.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

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 except Smt. Neelima, IAS.

This Explanatory Statement together with the Resolution set out at Item No. 8 of the accompanying Notice is and should also be treated as an abstract of the terms and memorandum of interest under Section 190 and other applicable provisions of the Companies Act, 2013.

#### **ITEM NO. 9**

The Board of Directors of the Company in its meeting held on 27<sup>th</sup> May, 2019, on the recommendation of the Nomination and Remuneration Committee of the Company appointed Shri Naveen Chopra as a Whole time Director of the Company, designated as Director for a period of five years, with effect from 28<sup>th</sup> May, 2019. The terms and conditions, on the remuneration stated below.

#### **SALARY**

Basic Pay -	Rs.97,487.50/- p.m.
Additional Basic Pay -	Rs.15,000.00/- p.m.
Dearness Allowance -	Rs.58,943.45/-p.m.
Variable Dearness Allowance	As per Rules of the Company i.e. Rs. 11,084/- (Variable as per Price Index)

#### **ALLOWANCES AND PERQUISITES**

House Rent Allowance Rs.47,244.75/- p.m.

Other Allowances, Perquisites and Benefits & Revision there of-As per Rules of the Company and Company Car.

The Board further resolved that where in any financial year during the tenure of Shri Naveen Chopra, the Company is having no profits or inadequate profits, the aforesaid remuneration shall be paid as minimum remuneration to the extent the same does not exceed the limits specified under Companies Act, 2013.

The Board further resolved that in the event of Shri Naveen Chopra ceasing to be Director of the Company due to any reason, he shall continue to be in the employment of the Company with the aforesaid designation and remuneration and he shall continue to be governed by the Service and other Rules of the Company.

Shri Naveen Chopra has done B.E. (Chemical) and MBA from Punjab University. He joined the Company in 1998. He has over 28 years of total experience.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

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 except Shri Naveen Chopra to the extent remuneration payable to him.

This Explanatory Statement together with the Resolution set out at Item No. 9 of the accompanying Notice is and should also be treated as an abstract of the terms and memorandum of interest under Section 190 and other applicable provisions of the Companies Act, 2013.

#### **ITEM NO. 10 to 12**

The Members of the Company, at the Annual General Meeting, held on 29<sup>th</sup> September, 2014, had approved the appointment of Dr.A.K. Kundra, IAS (Retd.), Shri. D.C. Mehandru and Shri J.S. Mann as Independent Directors, for a period of five years upto the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company to be held in the year 2019. Therefore the term of Dr.A.K.Kundra, IAS (Retd.), Shri. D.C. Mehandru and Shri J.S. Mann shall expire at the ensuing Annual General Meeting.

The Board of Directors in its meeting held on 9<sup>th</sup> August, 2019 have appreciated their contribution and recommended the re-appointment of Dr.A.K. Kundra, IAS (Retd.), Shri. D.C. Mehandru and Shri J.S. Mann as Independent Directors for the second term of five (5) years upto the conclusion of 49<sup>th</sup> Annual General Meeting to be held in the year 2024.

As per the provisions of Section 149 of the Companies Act, 2013, the Independent Director shall be eligible for re-appointment subject to the approval of Shareholders by way of Special Resolution. In terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), No Listed Company shall appoint a person or continue



## Punjab Alkalies & Chemicals Limited

the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless approval of members has been obtained through a Special Resolution. Presently, Dr.A.K.Kundra, IAS (Retd.) and Shri.D.C. Mehandru, have also attained age of 75 years. Accordingly, approval of Members, by way of special resolutions, is being sought for their re-appointment as Independent Directors on the Board of the Company.

Keeping in view the vast experience & knowledge of Dr.A.K.Kundra, IAS (Retd.), Shri. D.C. Mehandru and Shri J.S. Mann and their continued ability to make valuable contributions to the growth of the Company, the Board strongly feels that their continued association would be of immense benefit to the Company and recommends the Special Resolutions set out at Item Nos. 10 to 12 of the Notice for the approval of the Members.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

The brief Profile of the said Directors is given in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel and their relatives, is in any way, concerned or interested in the Resolutions set out at Item Nos. 10 to 12 of the Notice excepting Dr.A.K. Kundra, IAS (Retd.), Shri D.C.Mehandru and Shri J.S. Mann, respectively.

### ITEM NO. 13

The Board of Directors in its meeting held on 9<sup>th</sup> August, 2019 have appointed Shri G.S. Sandhu, IAS (Retd.) as an Additional Director, in an Independent capacity with effect from 9<sup>th</sup> August, 2019.

Under the provisions of Section 161(1) of the Companies Act, 2013 he will hold office as Director till the date of the ensuing Annual General Meeting. He is however eligible for reappointment.

Shri G.S. Sandhu, IAS (Retd.) has given declaration that he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 and he meets with the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time). He has also given consent to act as Director.

The Company has received notice 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 G.S. Sandhu, IAS (Retd.) as Independent Director of the Company.

Copies of the relevant documents are available for inspection by the members at the Registered Office of the Company during business hours on any working day and will also be available at the meeting.

The brief Profile of the said Director is given in the Annexure to this Notice.

The Directors recommend the Resolution for the approval of 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. 13 of the Notice excepting Shri G.S. Sandhu, IAS (Retd.).

Registered Office:  
S.C.O.125-127,  
Sector 17-B,  
Chandigarh-160 017  
CIN: L24119CH1975PLC003607  
Dated: August 9, 2019

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



ANNEXURE TO NOTICE

Details of the Directors proposed to be appointed/re-appointed at the 44<sup>th</sup> Annual General Meeting on 14<sup>th</sup> September, 2019  
(Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of the Director	Smt. Vini Mahajan, IAS, Chairperson & Director	Sh. Manjit Singh Brar, IAS, Managing Director	Smt. Neelima, IAS, Managing Director	Smt. Deepti Uppal, IAS Director	Sh. Naveen Chopra, Whole Time Director
Date of Birth	21.10. 1964	28.05.1967	10.04.1979	15.08.1984	22.06.1970
Date of Appointment	13.08. 2018	20.03. 2017	As Director: 14.08.2018 As Managing Director:27.03.2019	09.08.2019	28.05.2019
Qualifications	B.A. (Hons.) Economics, Post Graduate Diploma in Management IIM Calcutta	B. Com. (Honours), LL.M.	M.A. (Geography)	B.Com., M.A.	B. E. (Chemical) 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	Indian Administrative Service Officer- General Management and Administration	Caustic Chloro Industry Professional, Looking after affairs of the Company
Directorships of other Companies as on 9 <sup>th</sup> August, 2019	<u>Chairman &amp; Director</u> Punjab Communications Limited Director Punjab Information and Communication Technology Corporation Limited Punjab State Industrial Development Corporation Limited Punjab Small Industries & Export Corporation Ltd. Sri Naina Devi ji and Sri Anandpur Sahibji Ropeway Ltd.	<u>Managing Director</u> Punjab Agro Juices Limited Punjab Agro Industries Corporation Limited Punjab Agro Food Grains Corporation Limited Punjab Agri Export Corporation Limited	<u>Managing Director</u> Punjab State Industrial Development Corporation Limited  <u>Director</u> Indian Acrylics Limited	<u>Managing Director</u> Punjab State Industrial Development Corporation Limited	-
Chairmanships/ Memberships of the Committees of the Board of Companies as on 9 <sup>th</sup> August, 2019	-	<u>Punjab Alkalies &amp; Chemicals Limited</u> Share Transfer Committee - Chairman Risk Management Committee - Chairman Stakeholders Relationship Committee - Member Audit Committee - Member Corporate Social Responsibility Committee - Member	-	-	-
No. of Meetings attended during the Financial Year 2018-19.	5	1	4	N.A.	N.A.
Relationship with Other Directors	Nil	Nil	Nil	Nil	Nil
Number of Equity Shares of the Company held	Nil	Nil	Nil	Nil	Nil

(iii)

**Details of the Directors proposed to be appointed/re-appointed at the 44<sup>th</sup> Annual General Meeting on 14<sup>th</sup> September, 2019 (Contd..)**  
(Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Name of the Director	Dr.A.K. Kundra, IAS (Retd.), Independent Director	Sh. D.C. Mehandru, Independent Director	Sh. J.S. Mann, Independent Director	Sh. G.S.Sandhu, IAS (Retd.), Independent Director
Date of Birth	15.04.1943	10.10. 1936	01.12.1950	23.03.1953
Date of Appointment	13.12.2004	26.06. 2002	12.08.2010	09.08.2019
Qualifications	M.A. (Economics), Ph.D.	B.A. (Hons.) – Economics M.A., CAIIB, AMIIA	M.Sc. (Hons) - Chemistry	M.Sc. (Hons) – Physics, Masters in Social Science
Expertise in specific functional areas	General Management and Administration	Finance and General Management	Project Management	General Management and Administration
Directorships of other Companies as on 9 <sup>th</sup> August, 2019	<u>Director</u> Vardhman Textiles Limited Nimbua Green Field (Punjab) Limited	-	Savera Beverages Pvt. Ltd.	-
Chairmanships/ Memberships of the Committees of the Board of Companies as on 9 <sup>th</sup> August, 2019	<u>Punjab Alkalies &amp; Chemicals Limited</u> Nomination and Remuneration - Chairman Committee Share Transfer Committee - Member Stakeholders Relationship - Member Committee  <u>Vardhman Textiles Limited</u> Corporate Social Responsibility - Chairman Committee Stakeholders Relationship - Chairman Committee Nomination and Remuneration - Member Committee Audit Committee - Member	<u>Punjab Alkalies &amp; Chemicals Limited</u> Stakeholders Relationship - Chairman Committee Audit Committee - Chairman Corporate Social Responsibility - Chairman Committee Share Transfer Committee - Member Nomination and Remuneration - Member Committee Risk Management Committee - Member	<u>Punjab Alkalies &amp; Chemicals Limited</u> Audit Committee - Member Nomination and Remuneration - Member Committee Risk Management Committee - Member Corporate Social Responsibility - Member Committee	-
No. of Meetings attended during the Financial Year 2018-19.	7	7	7	N.A.
Relationship with Other Directors	Nil	Nil	Nil	Nil
Number of Equity Shares of the Company held	Nil	Nil	Nil	Nil

100%



# **pac** Punjab Alkalies & Chemicals Limited

(CIN: L24119CH1975PLC003607)  
Registered Office: SCO 125-127, Sector 17-B, Chandigarh - 160017  
Form No. MGT-11

## **PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No./ DP ID/ Client ID :	

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/ her
2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/ her
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id : \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll or otherwise) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, the 14<sup>th</sup> September, 2019 at 10.00 Hours in National Institute of Technical Teacher's Training and Research Auditorium, NITTTR Complex, Sector 26, Chandigarh and at any adjournment thereof in respect of the Resolutions indicated in the Notice dated 9<sup>th</sup> August, 2019 convening the said Annual General Meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Signature of Member(s)

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp  
15 Paise

- Notes:
1. The Proxy need NOT be a Member.
  2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  3. **No Gift or Gift Coupon will be distributed at the Annual General Meeting.**



# 44<sup>th</sup>

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Punjab Alkalies & Chemicals Limited

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# Punjab Alkalies & Chemicals Limited

BOARD OF DIRECTORS	Smt .Vini Mahajan, IAS, Chairperson Shri Manjeet Singh Brar, IAS, Managing Director Smt. Deepti Uppal, 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 submit their 44<sup>th</sup> Annual Report together with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2019.

### Financial Results

The financial results of the Company for the financial year ended 31<sup>st</sup> March, 2019 are summarised below :-

	(Rs. in crores)	
	2018-19	2017-18
Revenue from Operation and & Other Income	380.52	349.09
Finance Costs	8.11	20.29
Depreciation, etc.	16.29	9.12
Total Expenditure excluding Finance Costs and Depreciation, etc.	297.37	324.50
Profit/(Loss) before tax	58.75	(4.82)
Tax Expenses	2.89	-
Profit/(Loss) after tax	55.86	(4.82)
Earning per Share (EPS)	20.58	(1.78)
Basic and diluted (in Rs.)		

Your Directors are pleased to state that during the year under review, the Company has achieved ever highest Net Sales Turnover of the Company of Rs.375.73 crores with a capacity utilisation of 97.80% against the Net Sales Turnover of Rs.333.64 crores with a capacity utilization of 92% in the previous year. **The combined average realisation per Electro-Chemical Unit (ECU) of the Company was Rs.38,633 (net) as against the ECU of Rs.38,277 (net) during the previous year.** Your Company has earned a Cash profit of Rs.75.04 crores during the year under review as compared to Cash profit of Rs. 4.30 crores in the financial year 2017-18.

In view of the accumulated losses of the Company, the Directors regret their inability to recommend any dividend for the financial year 2018-19.

### Finance and Corporate Debt Restructuring

Pursuant to the CDR Scheme approved by CDR EG and consent of Shareholders in the Annual General Meeting held on 29<sup>th</sup> 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 FCDs shall be convertible into Equity shares of the Company on 1<sup>st</sup> July, 2020 at a price which shall be determined in accordance with SEBI ICDR Regulations, 2009 (as amended) and PACL shall have the first right of refusal for redemption before conversion of these FCDs into Equity Shares. The NCDs will be redeemed at par in six equal monthly installments from 1<sup>st</sup> July, 2020.

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

### Current Operations and Outlook

During the first four Months of the current financial year, combined average realisation was Rs.38180 per MT as compared to Rs.40000 per MT in the corresponding period of the preceding financial year. The Sales Turnover was Rs.119.80 crores (Gross) with a provisional Net Profit (before tax) of Rs.15.80 crores as against Sales Turnover of Rs.128.50 crores (Gross) with a Net Profit (before tax) of Rs.30 crores in the corresponding period of the preceding financial year.

The Company's endeavor to reduce costs continued. The major cost is on account of Power, which accounts for about 60% of the total cost of production. The Company is in process of replacing its Electrolyzers with latest Generation -6 Electrolyzers of its Plant Unit II which will increase the Plant Efficiency and reduce power consumption. New Energy and Fuel Efficient Rectifiers have been commissioned. With these measures, the average cost of production of the Company is expected to decrease.

The Company is in the process of expanding its production capacity in phases. The company has already applied for Environment Clearance from Ministry of Environment and Forest for expansion of its production capacity to 800 Tons Per Day from existing capacity of 300 Tons Per Day and installation of 25 MW Coal based power plant. The Company is also planning for Hydrogen Peroxide Plant to utilize its Hydrogen more effectively and to set up SBP Plant to consume Chlorine in house.

In view of the above, the Directors are hopeful of improvement in the Company's financial position in the days to come.

### Adoption of Indian Accounting Standard (IND AS)

As mandated by the Ministry of Corporate Affairs, the financial statements for the year under review have been prepared in accordance with the Indian Accounting Standards (IND AS) as per the Companies (Indian Accounting Standards) Rules 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 notified under Companies Act, 2013.

### Number of Meetings of the Board

Seven meetings of the Board were held during the year under review. For details, please refer to Corporate Governance Report, which is a part of this Report.

# Punjab Alkalies & Chemicals Limited

## **Environment and Energy Conservation**

The Company's endeavor has always to accord high priority to carry out its operations in an environment-friendly fashion and has been taking appropriate pollution control and safety measures. Online Monitoring System has been installed at Works as per requirement of Central Pollution Control Board. A Safety Audit of the Plant was got conducted during the financial year 2018-19 from the National Safety Council and its recommendations are being implemented.

The Company continues to place a great emphasis on energy conservation. The Company is getting the Energy Audit conducted on regular basis. The information relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required to be disclosed pursuant to the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014, is given in Annexure-I forming a part of this report.

## **Change in the nature of business**

There is no change in the nature of business of the Company.

## **Listing**

The Equity Shares of the Company are listed on the BSE Limited. The Annual listing fee for the year 2019-20 has been paid to the BSE Limited.

## **Human Resources**

The focus on building cordial and harmonious relationship with employees of the Company has continued on a sustained basis. The process of training and development of human resources continued. Industrial relations remain cordial and peaceful during the year.

The Particulars of Employees and Managerial Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in Annexure - II forming a part of this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information will be available for inspection at the Registered Office of the Company during working hours. Members interested in obtaining the said information will be furnished the same upon receipt of request.

## **Policy on Sexual Harassment**

The Company has Zero tolerance for Sexual Harassment at Workplace and has in place a "Policy on Sexual Harassment at Workplace" pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The Policy aims to provide protection to employees at the Workplace and prevent and redress complaints of sexual harassment and framed with the objective of providing a safe working environment, where employees feel secure. Internal Complaints Committee has been setup to redress complaints regarding sexual harassment. During the year under review, the Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **Corporate Governance**

As per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report for the financial year 2018-19 is annexed herewith as Annexure – III forming a part of this report and the Corporate Governance Report for the financial year 2018-19 and Auditors' Certificate regarding compliance of conditions of Corporate Governance are also annexed.

## **Corporate Social Responsibility**

The particulars of Corporate Social Responsibility Committee constituted by the Company pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules made thereunder are included in the Corporate Governance Report annexed and forming part of this Report.

## **Directors & Key Managerial Personnel**

The PSIDC nominated Shri Manjit Singh Brar, IAS as its Nominee Director on the Board of Directors of the Company in place of Shri Amit Dhaka, IAS. Shri Amit Dhaka, IAS resigned as a Director as well as Managing Director of the Company w.e.f. 13<sup>th</sup> February, 2019. The Board of Directors of the Company has appointed Shri Manjit Singh Brar, IAS, as Additional Director of the Company w.e.f. 15<sup>th</sup> February, 2019 and has also appointed him as the Managing Director of the Company for a period of five years w.e.f. 15<sup>th</sup> February, 2019. The Directors feel that the Company will benefit tremendously from his rich experience.

The PSIDC had requested the Company to appoint Smt. Neelima, IAS, as Managing Director of the Company for the period of absence of Shri Manjit Singh Brar, IAS, Managing Director from Headquarters on account of Election Duty for Lok Sabha Elections, 2019. Accordingly, the Board of Directors of the Company appointed Smt. Neelima, IAS, as the Managing Director of the Company for the period from 27<sup>th</sup> March, 2019 to 18<sup>th</sup> April, 2019 for acting as the Managing Director of the Company during the absence of Shri Manjit Singh Brar, IAS, Managing Director from Headquarters on account of Election Duty for Lok Sabha Elections, 2019. Smt. Neelima, IAS resigned as Managing Director of the Company w.e.f. 18<sup>th</sup> April, 2019, however she continued to act as Director of the Company.

The Board of Directors in its meeting held on 27<sup>th</sup> May, 2019 has appointed Shri Naveen Chopra, as Whole Time Director of the Company for a period of five years.

The PSIDC has nominated Smt. Deepti Uppal, IAS as its Nominee on the Board of Directors of the Company in place of Smt. Neelima, IAS. Accordingly, the Board has appointed Smt. Deepti Uppal, IAS as Additional Director of the Company on 9<sup>th</sup> August, 2019.

Shri Manjit Singh Brar, IAS, Smt. Deepti Uppal, IAS and Shri Naveen Chopra hold office as Directors till the date of the ensuing Annual General Meeting. Notices in writing have been received from a member under Section 160 of the

Companies Act, 2013, signifying his intention to propose at the ensuing Annual General Meeting the appointment of Shri Manjit Singh Brar, IAS, Smt. Deepti Uppal, IAS and Shri Naveen Chopra as Directors of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

Smt. Vini Mahajan, IAS, Chairperson and Director of the Company, retires as Director by rotation at the ensuing Annual General Meeting and being eligible offer herself for re-appointment.

The Directors place on record their appreciation of the valuable contribution made by Shri Amit Dhaka, IAS and Smt. Neelima, IAS.

The term of appointment of Dr. A.K.Kundra, IAS (Retd.), Shri D.C. Mehandru and Shri J.S. Mann as Independent Directors of the Company will expire on the ensuing Annual General Meeting of the Company on completion of their term of five years. The Board of Directors of the Company in their meeting held on 9<sup>th</sup> August, 2019 have recommended the re-appointment of Dr. A.K.Kundra, IAS (Retd.), Shri D.C. Mehandru and Shri J.S. Mann, as Independent Directors of the Company to hold office for another term of five years upto the conclusion of 49<sup>th</sup> Annual General Meeting to be held in the year 2024 on the basis of evaluation of their performance, rich experience and vast knowledge.

The Board of Directors of the Company had appointed Shri G.S. Sandhu, IAS (Retd.) as Additional Director, in an Independent capacity, of the Company on 9<sup>th</sup> August, 2019. Shri G.S. Sandhu, IAS (Retd.) holds office till the date of the ensuing Annual General Meeting. Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, the Board of Directors is seeking appointment of Shri G.S. Sandhu, IAS (Retd.) as an Independent Director of the Company for a term of five consecutive years.

The Board of Directors of the Company had appointed Shri Ajay Pal Singh as Chief Financial Officer of the Company on 27<sup>th</sup> May, 2019 on Contractual Basis for a further period upto 31<sup>st</sup> December, 2019.

#### **Audit Committee**

The Audit Committee of the Board comprises of Shri D.C. Mehandru, Shri J.S. Mann and Shri Manjit Singh Brar, IAS, Managing Director with Shri D.C. Mehandru as its Chairman.

#### **Risk Management Committee**

The Board of Directors of the Company has constituted a Risk Management Committee to monitor and review the Risk Management Plan of the Company.

#### **Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that:

- (i) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period under review;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2019 on a 'going concern' basis;
- (v) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- (vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **Declaration of Independent Directors**

All the Independent Directors have met requirements specified under Section 149 (6) of the Companies Act, 2013 regarding holding the position of 'Independent Director' and necessary Declaration from each Independent Director under Section 149 (7) of the Act has been received. The Independent Directors have held a separate meeting during the year under review.

#### **Related Party Transactions Policy**

During the year under review, the Company has not entered into any arrangement or contract or transactions with related parties except the remuneration paid to the Key Managerial Personnel.

#### **Vigil Mechanism and Whistle Blower Policy**

The Board of Directors of the Company had adopted the Vigil Mechanism and Whistle Blower Policy of the Company. The same has also been placed on the Company's Website [www.punjabalkalies.com](http://www.punjabalkalies.com).

#### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an Annual Performance Evaluation of its own performance, its Committees and all the Directors individually.

The evaluation of Non-Independent Directors, Chairman and the Board as a whole was done at a separate meeting by the Independent Directors.

# Punjab Alkalies & Chemicals Limited

## **Auditors**

M/s. Hari S. & Associates, Chartered Accountants (Regn No.007709N), Statutory Auditors of the company, have been appointed by the shareholders in the Annual General Meeting held on 27<sup>th</sup> September, 2017 for a period of five years i.e. from the conclusion of 42<sup>nd</sup> Annual General Meeting until the conclusion of the 47<sup>th</sup> Annual General Meeting to be held in the year 2022, at such remuneration as may be fixed by the Board of Directors. Section 139 of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 required that the appointment of the statutory auditors will be subject to ratification by shareholders at every Annual General Meeting; but pursuant to the notification of the Central Government dated 7<sup>th</sup> May 2018, the ratification provision has been withdrawn. Consequently, the ratification of appointment of M/s. Hari S. & Associates as Statutory Auditors is not required.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

## **Cost Auditors**

Section 148 of the Companies Act, 2013 pertaining to audit of Cost Records is applicable to the Company. Accordingly, the Board 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 the financial year 2019-20.

## **Secretarial Audit**

M/s. A. Arora & Co., Practising Company Secretaries, were appointed as Secretarial Auditors of the Company for the Financial Year 2018-19. Their Secretarial Audit Report of the Company for the financial year ended 31<sup>st</sup> March, 2019 is annexed as Annexure-IV to this Report. The Report does not contain any qualification. M/s. A. Arora & Co., Practising Company Secretaries were reappointed as Secretarial Auditors of the Company for the Financial Year 2019-20.

## **Extract of Annual Return**

Pursuant to the provisions of Sections 134 (3)(a) and 92 (3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in Form MGT-9 is annexed as Annexure-V to this Report and is also placed on the website of the Company [www.punjabalkalies.com](http://www.punjabalkalies.com).

## **Acknowledgements**

Your Directors place on record their appreciation of the cooperation and support extended by the Central and State Governments, in particular Department of Industries & Commerce, Financial Institutions, Punjab State Industrial Development Corporation Limited, Punjab State Power Corporation Limited, Company's Bankers and our esteemed customers.

Your Directors also acknowledge the valuable contribution made by the members of management team, staff and work-force.

For and on behalf of the Board

Place : Chandigarh  
Date : August 9, 2019

Sd/-  
(VINI MAHAJAN)  
Chairperson



## ANNEXURE – I TO THE DIRECTORS' REPORT

**Disclosure of particulars with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo pursuant to the provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the financial year ended 31<sup>st</sup> March, 2019.**

<b>Energy Consumption and Conservation</b>	<b>2018-19</b>	<b>2017-18</b>
<b>A. Power and Fuel Consumption</b>		
1. Electricity		
(a) Purchased		
(i) From Punjab State Power Corporation Limited		
Units (lacs KWH)	<b>2658.47</b>	2362.87
Total Amount (Rs.in lacs)	<b>16725.65</b>	18839.79
Rate / Unit (Rs.) (incl. surcharge)	<b>6.29</b>	7.97
(ii) From Other Sources through Indian Energy Exchange		
Units (lacs KWH)	-	-
Total Amount (Rs.in lacs)	-	-
Rate / Unit (Rs.)	-	-
(iii) Total		
Units (lacs KWH)	<b>2658.47</b>	2362.87
Total Amount (Rs.in lacs)	<b>16725.65</b>	18839.79
Rate / Unit (Rs.) (incl. surcharge)	<b>6.29</b>	7.97
(b) Own Generation	<b>Nil</b>	Nil
2. Coal		
Quantity (in kg.)	<b>3060</b>	Nil
Total Amount (Rs. In Lacs)	<b>0.84</b>	
3. Furnace Oil/LDO/HSD		
Quantity (K. litres)	<b>1322.373</b>	1934.812
Total Amount (Rs.in lacs)	<b>527.13</b>	538.81
Average Rate (Rs. per K.litre)	<b>39862.43</b>	27848.18
4. Husk (Rice)		
Quantity (in MT)	<b>591.282</b>	Nil
Total Amount (Rs. In Lacs)	<b>31.12</b>	Nil
Average Rate (Rs. PMT)	<b>5263.14</b>	Nil
<b>B. Consumption per Unit of Caustic Soda Produced</b>		
1. Electricity (KWH)		
- Caustic Soda Lye	<b>2745</b>	2596
- Additional Consumption for conversion to Caustic Soda Flakes	<b>Nil</b>	Nil
2. Furnace Oil/LDO/HSD(ltrs.)		
- For Caustic Soda Lye	<b>13.66</b>	21.25
- Additional Consumption for conversion to Caustic Soda Flakes	<b>Nil</b>	Nil

Keeping in view the costing pattern adopted by the Company, per unit energy consumption for by-products cannot be separated from Caustic Soda Lye figures.

The Company is replacing Electrolyzers with latest Generation 6 technology of its Plant Unit II which will increase the plant efficiency and reduction in power consumption per unit of Caustic Soda Lye. The Company has also switched from Furnace oil to Coal / Rice Husk fired Boiler of its Plant to reduce steam cost and has replaced its rectifier in Unit II with latest technology more energy efficient rectifiers.

### Research and Development

The Research & Development effort of the Company continued to be directed towards energy conservation and pollution control.

Expenses incurred on R & D are booked under respective general accounting heads and no amounts can therefore be quantified separately under the head of R & D expenses.

## Punjab Alkalies & Chemicals Limited

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### **Technology Absorption, Adaptation and Innovation**

The know-how for the Company's 100 TPD Membrane Cell Caustic Soda Plant has been fully absorbed. The know-how for the Company's Mercury Cell to 200 TPD Membrane Cell Converted Caustic Soda Plant has also been fully absorbed.

Total foreign exchange utilised during the accounting year is Rs. 913.93 lacs on account of imported Raw Materials, Stores & Spares, Plant and Membranes.

For and on behalf of the Board

Sd/-  
(VINI MAHAJAN)  
Chairperson

Place : Chandigarh  
Date : August 9, 2019



## **ANNEXURE - III TO THE DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT FOR THE FINANCIAL YEAR 2018-19**

### **Caustic Soda Industry in India**

At present, there are about 35 Caustic Soda Units in operation in the Country having a total operational installed capacity of about 39.40 lac M.T. per annum of Caustic Soda. The Caustic Soda and Chlorine are produced as Co-Products in the ratio of 1:0.88.

Chlor-Alkali is the Inorganic Building block and part of basic Heavy Chemical Industry, manufacturing Caustic Soda with Chlorine, Hydrogen, Sodium HypoChlorate and Hydro Chloric Acid as by-products. Caustic Soda is used in Alumina, Paper, Textiles, Detergents, Soaps, Pharmaceuticals Industries etc. and Chlorine is used in PVC, Chloromethane, CPW, Pulp & Paper, Pesticides, Water Purification, etc. The domestic demand for Caustic Soda and Chlorine in 2018-19 is estimated to be about 36 lacs Tons per annum and 29 lacs Tons per annum respectively. The imports of Caustic Soda remained same as earlier year. Capacity Utilisation of the Industry for the year has moved upto 89.50%. Chlorine realization was subdued due to supply demand imbalance.

### **Performance**

During the financial year 2018-19, the Company's production of Caustic Soda Lye was 96835 M.T. as against the installed capacity of 99000 M.T. The capacity utilisation of the Company's plant at 97.8% in the financial year under review is ever higher since inception. In the financial year 2018-19, the combined average realisation at Rs.38633 per M.T. of Caustic Soda, this is also ever highest in the history of PACL. The Company has achieved highest Net Sales Turnover of Rs.375.73 crores i.e. increased by 12.6% as against the preceding financial year. The Company has earned remarkable Net Profit before Tax of Rs. 58.75 crores as against a Net Loss of Rs.4.82 crores in the financial year 2017-18.

### **Marketing**

In the year 2018 -19, Market of Caustic Soda Lye was exceptionally good due to enforcement of BIS Standards on the Sale of Caustic Soda in India which totally dried up Imports since exporting foreign countries manufacturers did not have the BIS Certification. The Company was able to increase the sale of the quantities at an increased price as compared to last five years i.e. sale of 97258 MT at ECU of Rs.38,633/- in 2018-19 as compared to 87163 MT at ECU of Rs.38,277 in 2017-18 because of enforcement of BIS standards.

### **Opportunities**

The Company has locational advantages as its Caustic Soda Plants are situated in its Complex at Naya Nangal, District Ropar, Punjab, which is close to a State Highway and about 12 Kms. from the Bhakra Left Bank Power Generating Station and about 2.5 Kms. from River Sutlej. These include the availability of uninterrupted Power—a crucial input, continuous water source, skilled labour and proximity to rail/road besides the existence of various end-user Units in industries like paper, fertilizers, soaps and detergents, etc. in its natural marketing zone. The demands of both the products i.e. Caustic Soda and Chlorine are linked to the Indian GDP growth because these products are considered as the building blocks of various other industries. As GDP is poised for a higher growth, the demand of these products is also expected to increase.

### **Threats**

The Chlor-Alkali Industry is a power-intensive industry. The Company's power costs account for about 60% of its total cost of production. A hike in power tariff for the power supplied by the Punjab State Power Corporation Limited (PSPCL) and imposition of restriction on purchase of power under Open Access System constitute threats to the Company's operations. The other possible threats are increase in other input costs and expansion of installed capacities in Indian Caustic Soda Industry. On the international front, Chlorine is main product but in India Caustic Soda is the driving product, resulting in heavy competition due to import of Caustic Soda at lower rates. The Competitors are having their own Power Plants with low power cost resulting in low cost of production. Capacity build up in the domestic industry will continue to happen at the rate of 6 -7% p.a. This will have an impact on the capacity utilisation.

### **Outlook**

The average cost of production of the Company is expected to decrease in the years to come due to modernization of its plant by installation of Generation -6 Electrolysers which are more power efficient and replacement of existing Rectifiers with more energy efficient Rectifiers. These measures will decrease cost of production of the Company. Keeping in view the recessionary trends in the economy, the expected realization price of our products might show decline vis-a-vis last year especially for second quarter and third quarter of the current fiscal year 2019-20. However, decrease in cost of production, post completion of Modernisation programme will help in sustainability.

The Company is in the process of expanding its production capacity in phases. The company has already applied for Environment Clearance from Ministry of Environment and Forest for expansion of its production capacity to 800 Tons Per Day in phases from existing capacity of 300 Tons Per Day and installation of 75 MW Coal based power plant. Apart from the above, the Company is also planning for Hydrogen Peroxide Plant to utilize its Hydrogen more effectively and to set up SBP Plant to consume Chlorine in house.

The Company is optimistic about a better performance.



# Punjab Alkalies & Chemicals Limited

## **Risks and Concerns**

The major areas of concern for the Company are hike in power tariff, safety as producing hazardous Chemicals, rise in other input costs and to maintain quality, technical competence, distribution channels etc. as working in competitive market. Dumping of Caustic Soda from neighbouring countries and increase in domestic capacities might impact realisations of the Electrochemical Unit (ECU).

## **Risk Management**

Risks are probability or threat of damage, injury, liability, loss or any other negative occurrence that is caused by external or internal vulnerabilities and that may be avoided through preemptive action. Risk management is the identification, assessment, and prioritisation of risks followed by coordinated and economical application of resources to minimise, monitor, and control the probability and/or impact of unfortunate events or to maximise the realisation of opportunities. The Company has in place Risk Assessment and Minimisation Procedures to identify, assess and mitigate business risks. Risk Assessment and Minimisation Procedures of the Company are reviewed periodically to ensure that these reflect the current potential risks to its business. The Company has identified (1) Cost of Power – Being Power Intensive Industry and being dependent for the same on Punjab State Power Corporation Limited, (2) Production of Hazardous Chemicals – Caustic Soda and Chlorine, (3) Risk of Loss of production due to breakdown of Plant & Machinery- Plant being old and (4) Locational Disadvantage – Plant at Naya Nangal being quite far off from source of major Raw Material i.e. Industrial Salt, as Major Internal Risks besides (1) Ongoing Expansion in Caustic Soda Capacity and (2) Advancement in Technology as Major External Risks. The Board of Directors of the Company has constituted a Risk Management Committee to monitor and review the Risk Management Plan of the Company.

## **Internal Control Systems**

The Company has adequate internal control systems commensurate with its size and nature of its business. The internal control is supplemented by internal audits conducted by the Internal Auditors of the Company. The reports of the Internal Auditors are reviewed by the Management and the Audit Committee of the Board of Directors. The adequacy of the internal control systems is also examined by the Statutory Auditors of the Company. Internal Controls over financial reporting were evaluated by Independent Consultants and no reportable material weakness in the design or operation was observed.

## **Human Resources**

The Company lays due emphasis on sound human resource management practices and appraisal systems with focus on cordial employer-employee relations to ensure higher level of productivity and operational efficiency. Adequate Initiatives have been taken to strengthen and develop its human resources as a key strength through continuous training inputs and focused development plans. During the financial year under review, the industrial relations continued to be cordial. As on 31<sup>st</sup> March, 2019, the Company had 438 employees (including 19 employees on deputation to Punjab Small Industries and Export Corporation Limited).

## **Cautionary Statement**

The statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand-supply, finished goods prices, power and raw materials costs and availability, changes in Government regulations, tax regimes, economic developments within India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

For and on behalf of the Board  
Sd/-  
(VINI MAHAJAN)  
Chairperson

Place : Chandigarh  
Date : August 9, 2019



## **ANNEXURE - IV TO THE DIRECTORS' REPORT**

**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT**

**For the Financial Year ended 31<sup>st</sup> March, 2019**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Punjab Alkalies & Chemicals Limited,  
S.C.O. 125-127, Sector 17-B,  
Chandigarh- 160017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PUNJAB ALKALIES & CHEMICALS LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the PUNJAB ALKALIES & CHEMICALS LIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by PUNJAB ALKALIES & CHEMICALS LIMITED ("the Company") for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not Applicable to the company during the financial year under review.
  - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the amendments thereof: Not Applicable as none of the securities of the company were delisted during the audit period.
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014- Not Applicable as the company has not provided any share based benefits to the employees during the year.
  - f) The erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Chapter V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Not applicable as the company has not issued any listed debt securities during the financial year under review.
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.

## Punjab Alkalies & Chemicals Limited

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
  - (vi) The major provisions and requirements have also been complied with as prescribed under all applicable Labour laws viz. The Factories Act, 1948, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Industrial Dispute Act, 1947, Employee State Insurance Act, 1948, The Employee's Provident Fund and Miscellaneous Provisions Act, 1952, The Payment of Gratuity Act, 1972, The Industrial Employment (Standing Order) Act, 1946, Equal Remuneration Act, 1976 etc.
  - (vii) Environment Protection Act, 1986 and other environmental laws.
  - (viii) Hazardous Waste (Management and Handling) Rules, 1989 and the Amendments Rules, 2003.
  - (ix) The Air (Prevention and Control of Pollution) Act, 1981
  - (x) The Water (Prevention and Control of Pollution) Act, 1974
  - (xi) The Boilers Act, 1923, The Explosives Act, 1884 and The Explosives Rules, 2008, Gas Cylinder Rules, 2004.
- I have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified by Government of India.
  - b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 being listed on the BSE Limited;
- During the period under review the Company has complied with the provisions of the act, rules, regulations, guidelines, standards, etc. mentioned above.

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions are carried out through majority and there had been no dissenting views, and therefore not recorded.
4. The company has proper board processes.

Based on the compliance mechanism established by the company, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period:

1. In respect of the 27,69,200 Fully Convertible Debentures (FCDs) and 4,06,000 Non-Convertible Debentures (NCDs) allotted on 30.05.2017, pursuant to the CDR Scheme approved by the Corporate Debt Restructuring Empowered Group (CDR EG), the company executed a Debenture Trust Deed and Memorandum of Entry thereby creating a charge in favour of the Debenture Trustee to secure aforesaid FCDs and NCDs.
2. There was an incident of explosion in the factory premises of the company situated at Naya Nangal on 15.05.2018 causing a casualty. The necessary intimations were given to the Stock Exchange and the Board of Directors. The Board directed that the company shall strictly adhere to the safety measures in the factory premises under the applicable regulatory guidelines.

I further report that, there were no instances of

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iii) Redemption/ Buy-Back of securities.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

Place: Chandigarh  
Date : 29-07-2019

For A. ARORA & COMPANY  
Sd/-  
AJAY K. ARORA  
(Proprietor)  
FCS No. 2191  
C P No.: 993

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

To,  
The Members,  
Punjab Alkalies & Chemicals Limited,  
S.C.O. 125-127, Sector 17-B,  
Chandigarh- 160017

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records, based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chandigarh  
Date : 29-07-2019

For A. ARORA & COMPANY  
Sd/-  
AJAY K. ARORA  
(Proprietor)  
FCS No. 2191  
C P No.: 993

# Punjab Alkalies & Chemicals Limited

## ANNEXURE- V TO THE DIRECTOR'S REPORT

### Extract of Annual Return

as on the Financial Year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### Form No. MGT-9

#### I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L24119CH1975PLC003607
- ii) Registration Date : 1<sup>st</sup> December, 1975
- iii) Name of the Company : Punjab Alkalies & Chemicals Limited
- iv) Category / Sub-Category of the Company : Public Company/ Limited by Shares
- v) Address of the Registered office and contact details : S.C.O. 125-127, Sector 17-B, Chandigarh - 160017  
Ph.: (0172)-4072500-501  
Fax: (0172)-2704797
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s. Beetal Financial & Computer Services Private Limited,  
Beetal House, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110 062.  
Ph.: (011)-29961281-83  
Fax: (011)-29961284

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S. No.	Name and Description of main Products / Services	NIC Code of the Product/ Service	% to total turnover of the company
1	Caustic Soda Lye	The Company's operation falls under single segment viz. 'Chemicals'- NIC Code :20119	90%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
	Not Applicable				

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity):

##### (i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year ( April 01, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Government(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	9090000	0	9090000	33.49	9090000	0	9090000	33.49	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1)	9090000	0	9090000	33.49	9090000	0	9090000	33.49	0

(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	9090000	0	9090000	33.49	9090000	0	9090000	33.49	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	0	11700	11700	0.04	0	11700	11700	0.04	0
b) Banks / FI	113903	9400	123303	0.45	0	9400	9400	0.03	(0.42)
c) Central Government	0	0	0	0	0	0	0	0	0
d) State Government (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	493323	0	493323	1.82	0	0	0	0	(1.82)
g) FIs	0	3150	3150	0.01	0	3150	3150	0.01	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1)	607226	24250	631476	2.33	0	24250	24250	0.09	(2.24)
(2.) Non-Institutions									
a) Bodies Corporate									
i) Indian	1668790	562750	2231540	8.22	2302955	152650	2455605	9.05	0.83
ii) Overseas	0	20000	20000	0.07	0	20000	20000	0.07	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5008059	1573899	6581958	24.25	3594910	1485503	5080413	18.72	(5.53)
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	8011939	-	8011939	29.52	9948525	-	9948525	36.65	7.13
c) Others: (Specify) NRI - Individuals	252068	321815	573883	2.11	226188	295815	522003	1.92	(0.19)
Sub-Total (B) (2)	14940856	2478464	17419320	64.18	16072578	1953968	18026546	66.42	2.24
Total Public Shareholding (B)=(B)(1)+(B)(2)	15548082	2502714	18050796	66.51	16072578	1978218	18050796	66.51	0
C. Shares held by Custodian for ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	24638082	2502714	27140796	100	25162578	1978218	27140796	100	0

**(ii) Shareholding of Promoters:**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Punjab State Industrial Development Corporation Limited	9090000	33.49	0	9090000	33.49	0	0
	Total	9090000	33.49	0	9090000	33.49	0	0

# Punjab Alkalies & Chemicals Limited

## (iii) Change in Promoters' Shareholding (please specify, if there is no change):

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	There is no change in the Promoter's Shareholding			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc).				
	At the end of the year				

## (iv) Shareholding of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of Shareholder	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2018		Shareholding at the end of the quarter ended 30th June, 2018			Shareholding at the end of the quarter ended 30th September, 2018			Shareholding at the end of the quarter ended 31st December, 2018			Shareholding at the end of the year 31 <sup>st</sup> March, 2019		
		No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company	Reason for Increase/ Decrease	No of Shares	% of total Shares of the Company	Reason for Increase/ Decrease	No of Shares	% of total Shares of the Company	Reason for Increase/ Decrease	No of Shares	% of total Shares of the Company	Reason for Increase/ Decrease
1	Sukhbir Singh Dahiya	1035264	3.814	1035264	3.814		1035264	3.814		1035264	3.814		1035264	3.814	
2	Jagbir Singh Ahlawat	745020	2.745	800020	2.947	Purchase	800020	2.947		800020	2.947		800020	2.947	
3	Aman Jain	599080	2.207	718560	2.647	Purchase	734280	2.705	Purchase	735120	2.708	Purchase	719622	2.651	Purchase
4	Prerna	609952	2.247	609952	2.247		609952	2.247		609952	2.247		609952	2.247	
5	Dayawati	586853	2.162	586853	2.162		586853	2.162		586853	2.162		586853	2.162	
6	Nipun Khosla	534116	1.967	537446	1.980	Purchase	547446	2.017	Purchase	547446	2.017		547446	2.017	
7	Ashok kumar Aggarwal	198816	0.732	303753	1.119	Purchase	323753	1.192	Purchase	373753	1.377	Purchase	481099	1.772	Purchase
8	Sanjay Jain	0	0	125937	0.464	Purchase	417959	1.54	Purchase	409216	1.507	Sale	470712	1.734	Purchase
9	Himalaya Alkalies & Chemicals Limited	420980	1.551	420980	1.551		420980	1.551		420980	1.551		420980	1.551	
10	Ram Chander Rathee	0	0	199797	0.736		237828	0.876	Purchase	347828	1.281	Purchase	420484	1.549	Purchase
11	Indianivesh Capitals Ltd.	0	0	0	0		0	0		0	0		347313	1.279	Purchase
12	Pratyaksh Jain	0	0	0	0		0	0		170327	0.627	Purchase	309760	1.141	Purchase

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Director and Key Managerial Personnel	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2018)	Date wise Increase / Decrease in Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Shareholding at the end of the year (31 <sup>st</sup> March, 2019)
1.	Dr. A. K. Kundra, IAS (Retd.), Director	600 Equity Shares	0	600 Equity Shares

Note : None of the other Directors and Key Management Personnel, was holding any Equity Shares of the Company during the Financial Year ended on 31st March, 2019.



## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment : (In Rupees)

	Secured Loans (& Working Capital Loans) Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	317520000.00			317520000.00
ii) Interest due but not paid	0.00			0.00
iii) Interest accrued but not due	7104771.00			7104771.00
Total (i+ii+iii)	324624771.00			324624771.00
Change in Indebtedness during the Financial Year				
• Addition	31752001.00			31752001.00
• Reduction	31752001.00			31752001.00
Net changes	0.00			0.00
Indebtedness at the end of the Financial Year				
i) Principal Amount	317520000.00			317520000.00
ii) Interest due but not paid	00.0			00.0
iii) Interest accrued but not due	7104771.00			7104771.00
Total (i+ii+iii)	324624771.00			324624771.00

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In Rupees)

Sl. No.	Particulars of Remuneration	Name of Managing Director			Total Amount
		Shri Amit Dhaka, IAS (01.04. 2018 to 13.02.2019)	Shri Manjit Singh Brar, IAS (w.e.f.15.02.2019 to 31.03.2019)	Smt. Neelima, IAS (27.03.2019 to 31.03.2019)	
1.	1 Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- As % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act	-	-	-	-

\* Minimum Remuneration.

### B. Remuneration to Other Directors:

(In Rupees)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	Dr. A.K. Kundra, IAS (Retd.)	Shri D.C. Mehandru	Shri J.S. Mann		
	• Fee for attending Board and Committee Meetings	198000	222000	94000		
	• Commission					
	• Others, please specify					
	Total (1)	198000	222000	94000		514000
2.	Other Non-Executive Directors	Shri Rakesh Kumar Verma, IAS	Smt Vini Mahajan IAS	Smt. Indu Malhotra IAS	Smt. Neelima, IAS	
	• Fee for attending Board and Committee Meetings	10000*	50000*	10000*	40000*	
	• Commission					
	• Others, please specify					
	Total (2)	10000*	50000*	10000*	40000*	110000
	Total (B) = (1+2)					664000
	Total Managerial Remuneration					664000
	Overall Ceiling as per the Act					

\* Paid to the Punjab State Industrial Development Corporation Limited.

# Punjab Alkalies & Chemicals Limited

## C. Remuneration to Key Managerial Personnel other than Managing Director/ Manager/ Whole Time Director: (In Rupees)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Shri Ajay Pal Singh, CFO	CS Sugandha Kukreja	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,45,849.00	8,45,365.00	20,91,214.00
	(b) Value of perquisites u/s 17(2) Income-tax Act.	1,50,217.00	-	1,50,217.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of profit - others, specify	-	-	-
	Total (A)	13,96,066.00	8,45,365.00	22,41,431.00

## VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board

Place : Chandigarh  
Date : August 9, 2019

Sd/-  
(Vini Mahajan)  
Chairperson

## CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2018-19

### 1. Brief Statement on the Company's philosophy on Code of Governance

The Company's core philosophy on the code of Corporate Governance is to ensure fair and transparent business practices with accountability for performance. The compliance of applicable statute is of utmost importance to the Company. The transparent and timely disclosure of financial and management information always remains priority for the Company.

The Company is in compliance with the provisions of Corporate Governance specified in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

### 2. Board of Directors

The Board of Directors comprises of 8 Directors, of which Chairperson is a Non-Executive Director. The Company has a Managing Director and a Whole Time Director and 6 Non-Executive Directors (including a Woman Director) of whom four are Independent Directors.

Name of Director	Core Skills/ Expertise/ Competencies
Smt. Vini Mahajan, IAS,	Senior IAS Officer of 1987 batch. She has done B.A. (Hons.) Economics and Post Graduate Diploma in Management. Expertise in General Management and Administration.
Shri Manjit Singh Brar, IAS	IAS Officer of 2007 batch. He has done B.Com (Honours) and LL.M. Expertise in General Management and Administration.
Smt. Deepti Uppal, IAS	IAS Officer of 2011 batch. She has done B.Com. and M.A. Expertise in General Management and Administration.
Shri D.C. Mehandru	He has done B.A. (Honours) Economics, MA, CAIIB, AMIIA. Expertise in Finance and General Management.
Dr. A. K. Kundra, IAS (Retd.)	Retired IAS Officer. He has done M.A. (Economics) and Ph.D. Expertise in General Management and Administration.
Shri J.S. Mann	He has done M. Sc. (Hons.) in Chemistry. Expertise in Project Management.
Shri G.S. Sandhu, IAS (Retd.)	Retired IAS Officer. He has done M. Sc. (Hons.) in Physics and Masters in Social Science. Expertise in General Management and Administration
Shri Naveen Chopra	He has done B. E. (Chemical) and MBA from Panjab University, Chandigarh.

The composition of the Board as on 31<sup>st</sup> March, 2019 is given below:

#### Category of Directorship

Non-Executive-Independent Director	3
Non-Executive-Non-Independent Director	2
Executive Director (Managing Director)	1

**Total Strength** **6**

The names and categories of the Directors on the Board, their attendance at the Board Meetings during the financial year and at the last Annual General Meeting, as also the number of Directorships held by them in other Companies and memberships of the Committees of the Board of the Companies in which they are Directors are given below:-

# Punjab Alkalies & Chemicals Limited

Name	Date of Appointment	Date of Cessation	Category	Attendance at Board Meetings during 2018-19 (1.4.2018 to 31.3.2019)	Attendance at last AGM on 26.9.2018	No. of Directorships in other Companies*		Memberships of the Committees of the Board of all the Companies**		No. of Directorships in other Listed Companies/Category
						Chairperson	Director	Chairperson	Member	
Shri Rakesh Kumar Verma, IAS, Chairperson (PSIDC Nominee)	30.06.2017	13.08.2018	NE&NI	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Smt. Vini Mahajan, IAS, Chairperson (PSIDC Nominee & Woman Director)	13.08.2018	-	NE&NI	5	No	4	1	-	-	-
Shri Amit Dhaka, IAS, Managing Director (PSIDC Nominee)	20.03.2017	13.02.2019	E&NI	5	Yes	N.A.	N.A.	N.A.	N.A.	N.A.
Shri Manjit Singh Brar, IAS Managing Director (PSIDC Nominee)	15.02.2019	-	E&NI	1	N.A.	-	4	-	2	-
Smt. Neelima, IAS (PSIDC Nominee & Woman Director)	As Director 14.08.2018 As Managing Director 27.03.2019	22.07.2019 18.04.2019	NE&NI	4	No	-	3	-	-	-
Smt. Deepti Uppal, IAS (PSIDC Nominee & Woman Director)	09.08.2019	-	NE&NI	-	N.A.	-	1	-	-	-
Smt. Indu Malhotra, IAS	26.5.2016	02.08.2018	NE&NI	1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Shri D.C. Mehandru	26.06.2002	-	NE&I	7	Yes	-	-	2	-	-
Dr. A. K. Kundra, IAS (Retd.)	13.12.2004	-	NE&I	7	Yes	1	1	1	2	1 Vardhman Textiles Limited o Independent Director
Shri J.S. Mann	12.8.2010	-	NE&I	7	Yes	-	-	-	1	-
Shri G.S. Sandhu, IAS (Retd.)	09.08.2019	-	NE&I	-	N.A.	-	-	-	-	-
Shri Naveen Chopra (Whole Time Director)	28.05.2019	-	E&NI	-	N.A.	-	-	-	-	-

\*The Directorships held by the Directors as mentioned above do not include Directorships of Private Limited Companies.

\*\*Includes only Audit Committee and Stakeholders Relationship Committee.

NE&NI - Non-Executive Non- Independent Director PSIDC -Punjab State Industrial Development Corporation Limited  
& FIN Financial Institution Nominee Director (Promoter - holding 33.49% of the Subscribed Capital)  
NE&I - Non-Executive Independent Director  
E&NI - Executive Non-Independent Director

There is no relationship between the Directors inter-se.

Seven Board Meetings were held during the financial year 2018-19 as against the minimum requirement of four meetings in a year. The dates on which the Board Meetings were held are given below:

23<sup>rd</sup> April, 2018, 28<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 5<sup>th</sup> November, 2018, 28<sup>th</sup> January, 2019, 15<sup>th</sup> February, 2019 and 27<sup>th</sup> March, 2019.

A separate meeting of Independent Directors was held during the year.

The Non-Executive Directors had no pecuniary relationship or transactions with the Company in their personal capacity during the financial year 2018-19 other than receiving Sitting Fees and/or reimbursement of expenses, if any, incurred for attending the meetings of the Company.

The Board of Directors of the Company in its meeting held on 13<sup>th</sup> February, 2018 had approved a Code of Conduct for Directors and Senior Management Personnel of the Company with effect from 13<sup>th</sup> February, 2018. The same has also been placed on the Company's Website [www.punjabalkalies.com](http://www.punjabalkalies.com). All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Directors and Senior Management Personnel during the financial year 2018-19 and the Chief Executive Officer's Declaration to this effect is annexed herewith.

### 3. Audit Committee

The Company had constituted an Audit Committee of the Board of Directors in the year 1986.

The terms of reference and role of the Audit Committee as revised and stipulated by the Board of Directors from time to time are in conformity with and in line with the statutory and regulatory requirements as prescribed under Section 177 of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015.

The names and categories of the Chairman and members of the Audit Committee and their attendance at the Audit Committee meetings during the financial year under review are given below:-

Name	Designation	Date of Appointment as Member	Date of Cessation as Member	Category	Attendance during 2018-19 (1.4.2018 to 31.3.2019)
Shri D.C. Mehandru	Chairman	26.6.2002	-	NE&	4
Shri J.S. Mann	Member	25.9.2010	-	NE&	4
Shri Amit Dhaka, IAS	Member	20.03.2017	13.02.2019	E&N	4
Shri Manjit Singh Brar, IAS	Member	15.02.2019	-	E&N	-

NE&I - Non-Executive Independent Director  
E&NI - Executive Non - Independent Director

In addition to the Members of the Audit Committee, the Chief Financial Officer, Internal Auditors and the Statutory Auditors attended the meetings of the Committee as invitees. Members held discussions with Statutory Auditors during the meetings of the Committee. The Audit Committee reviewed the quarterly, half yearly and year to date unaudited and annual audited financial of the Company before submission to the Board of Directors for its consideration and approval. The Committee also reviewed the internal audit reports.

Four meetings of the Audit Committee were held during the financial year 2018-19.

The dates on which the meetings of the Audit Committee were held are given below:

28<sup>th</sup> May, 2018, 14<sup>th</sup> August, 2018, 5<sup>th</sup> November, 2018 and 28<sup>th</sup> January, 2019.

#### 4. Remuneration to Directors

The Company is having a Nomination and Remuneration Committee of the Board of Directors of the Company to approve the remuneration of the Managing Director(s), Whole-time Director(s), Key Managerial Personnel and Senior Management of the Company.

The name and categories of the Chairman and Members of the Nomination and Remuneration Committee and their attendance at the meetings during the financial year under review are given below:

Name	Designation	Category	Attendance during 2018-19 (1.4.2018 to 31.3.2019)
Dr. A.K. Kundra, IAS (Retd.)	Chairman	NE&I	1
Shri D.C. Mehandru	Member	N	1
Shri J.S. Mann	Member	NE&I	1

One meeting of the said Committee was held on 25.05.2018 during the financial year 2018-19.

The remuneration of the Managing Director(s) and Whole-time Director(s) is also approved by the Board of Directors subject to the requisite approvals under the provisions of the Companies Act, 2013.

The following are the details of the remuneration paid to the Managing Directors in the financial year 2018-19:-

- Shri Amit Dhaka, IAS, Managing Director (till 13.02.2019) : Nil
- Shri Manjit Singh Brar, IAS Managing Director (w.e.f.15.02.2019) : Nil

The Non-Executive Directors are entitled to Sitting Fee decided by the Board of Directors in accordance with the provisions of the Articles of Association of the Company. The Sitting Fee has been revised with effect from 1<sup>st</sup> February, 2018 to (a) Rs.10,000/- per meeting of the Board of Directors attended and (b) Rs.4,000/- per meeting of the Committee of the Board of Directors attended.

Dr. A.K. Kundra, IAS (Retd.), Director was holding 600 Equity Shares of the Company as on 31<sup>st</sup> March, 2019. None of the other Directors, were holding any Equity Shares of the Company as on 31<sup>st</sup> March, 2019.

The Performance Evaluation of Independent Directors was carried out by the entire Board of Directors, excluding the Director being evaluated.

#### 5. Share Transfer Committee

The Company is having a Share Transfer Committee of the Board of Directors to approve the transfer and transmission of shares, sub-division and consolidation of Share certificates, issue of duplicate share certificates and dematerialisation and rematerialisation of shares, etc., with the following Directors as its members.

- i. Managing Director (Chairman)
- ii. Dr. A.K. Kundra, IAS (Retd.)
- iii. Shri D.C. Mehandru

During the financial year 2018-19, twenty eight meetings of the Share Transfer Committee were held. During the financial year 2018-19, 114 requests for transfer of physical mode shares and 564 requests for dematerialisation were received. Out of the same Nil requests for transfer of physical mode shares and Nil requests for dematerialisation were pending for approval as on 31<sup>st</sup> March, 2019.

The Share Transfers are normally processed within 12 days of receipt if the documents are found in order. The requests for dematerialisation are also processed within 12 days of receipt of physical share certificates if the documents are found in order.

## Punjab Alkalies & Chemicals Limited

### 6. Stakeholders Relationship Committee

The Company is having a Stakeholders Relationship Committee of the Board of Directors for looking into the redressing of shareholders and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc., with the following Directors as its members:-

- i. Shri D.C. Mehandru (Chairman) - Non-Executive Independent Director
- ii. Dr. A.K. Kundra, IAS (Retd.) - Non-Executive Independent Director
- iii. Managing Director - Executive Non-Independent Director

CS Sugandha Kukreja, Company Secretary is the Compliance Officer.

During the financial year 2018-19, four meetings of the said Committee were held.

During the financial year under review, the total number of complaints/ queries received and replied to the satisfaction of shareholders was Nil. Outstanding complaints/ queries as on 31<sup>st</sup> March, 2019 were Nil. Complaints/ correspondence are usually dealt with within 10-12 days of receipt.

### 7. Risk Management Committee

The Company is having a Risk Management Committee to monitor and review the Risk Management Plan of the Company, with the following as its members:-

- i. Managing Director (Chairman) - Executive Non-Independent Director
- ii. Shri D.C. Mehandru - Non-Executive Independent Director
- iii. Shri J.S. Mann - Non-Executive Independent Director
- iv. Shri M.P.S. Rana - Executive Director (Materials & Finance)
- v. Shri Ajay Pal Singh - Chief Financial Officer

### 8. Corporate Social Responsibility Committee.

The Company has constituted Corporate Social Responsibility Committee in line with the provisions of Section 135 of the Companies Act, 2013 to (a) Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the company as specified in Schedule VII of the Act, (b) Recommend the amount of expenditure to be incurred in the activities mentioned in the CSR policy and (c) Monitor the CSR policy with the following as its Members:

1. Shri D.C. Mehandru - Non-Executive Independent Director – Chairman
2. Shri J.S. Mann - Non-Executive Independent Director – Member
3. Managing Director - Executive Non-Independent Director - Member

### 9. General Body Meetings

S. No.	AGM Particulars	Venue	Date	Time	Details of Special Resolutions passed
1.	41 <sup>st</sup> AGM in respect of the financial year 2015-16	Tagore Theatre, Sector 18, Chandigarh	29 <sup>th</sup> September, 2016	10.00 hours	<ol style="list-style-type: none"> <li>i. According of the consent to the Board of Directors to issue of 66,05,246 Equity Shares of Rs.10/- each at a price of Rs.22.95 per Equity Share on preferential basis to CDR Lenders.</li> <li>ii. According of the consent to the Board of Directors to create, offer, issue and allot 27,70,000 Secured Fully Convertible Debentures of Rs.100/- to the CDR Lenders.</li> <li>iii. According of the consent to the Board of Directors to issue 4,06,000 Secured Redeemable Non-Convertible Debentures or Non-Cumulative of Rs.100/- each to the CDR Lenders.</li> <li>iv. According of the consent to the Board of Directors for mortgaging/ charging of all the moveable and immoveable properties of the Company in favour of the Debenture holders and/or Debenture Trustees.</li> </ol>

2.	42 <sup>nd</sup> AGM in respect of the financial year 2016-17	Tagore Theatre, Sector 18, Chandigarh	27 <sup>th</sup> September, 2017	10.00 hours	No Special Resolution passed.
3.	43 <sup>rd</sup> AGM in respect of the financial year 2017-18	Tagore Theatre, Sector 18, Chandigarh	26 <sup>th</sup> September, 2018	10.00 hours	I. According of approval to the Continuation of the holding of office of Independent Director by Dr. A.K. Kundra, IAS (Retd.) (DIN: 00154024) who has attained the age of 75 years.  II. According of approval to the Continuation of the holding of office of Independent Director by Shri D.C. Mehandru (DIN: 00308524) who has attained the age of 81 years.

- b) i) No extra ordinary General Meeting (s) were held and No Postal Ballot Notices were issued to the public during the year ended 31<sup>st</sup> March, 2019.
- ii) All the Resolutions including the Special Resolution were passed through e-voting and physical ballot paper and polling process conducted at Annual General Meeting in compliance with the provisions of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014.
- iii) During the year under review, no special resolution was passed through postal ballot.
- c) The Ballot and Remote E-Voting facilities are being provided to the Members in respect of the business to be transacted in the ensuing Annual General Meeting of the Company.

#### 10. Disclosures

- a) There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- b) There has been no non-compliance by the Company or penalties or strictures imposed on the Company by any of the Stock Exchanges or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.
- c) The Company has in place the Policy on Vigil Mechanism and Whistle Blower. The same has also been placed on the Company's Website [www.punjabkalies.com](http://www.punjabkalies.com).
- d) Certificate from Company Secretary in practice has been obtained stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI/ MCA or any other statutory authority.
- e) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No. of Complaints filed during the financial year	-	Nil
No. of Complaints disposed of during the financial year	-	Nil
No. of Complaints pending during the financial year	-	Nil

#### 11. Means of communication

The quarterly Financial Results and Annual Financial Results of the Company are being published in the newspapers i.e. Financial Express/Times of India and Punjabi Jagran/Amar Ujala and filed electronically on Listing Centre of BSE Limited in accordance with the requirements of Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are also available on the website of the Company [www.punjabkalies.com](http://www.punjabkalies.com). All periodical compliances /filing are also filed electronically on Listing Centre of BSE Limited.

The Management Discussion and Analysis Report for the financial year 2018-19 is a part of the Annual Report for the said financial year.



# Punjab Alkalies & Chemicals Limited

## 12. General Shareholders information

- a) Annual General Meeting : The 44<sup>th</sup> Annual General Meeting will be held on 14<sup>th</sup> September, 2019 at 10.00 hours in National Institute of Technical Teachers' Training and Research Auditorium, NITTTR Complex, Sector 26, Chandigarh
- b) Financial Calender : 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019
- c) Date of Book Closure : 8<sup>th</sup> September, 2019 to 14<sup>th</sup> September, 2019 (both days inclusive)
- d) Dividend Payment Date : N.A.
- e) Listing on Stock Exchanges : BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001
- f) Stock Code : BSE Limited : 506852  
ISIN No for Demat Mode : INE607A01014  
Shares
- g) Registrars and Share Transfer Agents : M/s. Beetal Financial & Computer Services Private Limited  
Unit: Punjab Alkalies & Chemicals Limited  
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062  
Ph. : (011) - 29961281-83  
Fax: (011) - 29961284  
E-mail ID: beetalrta@gmail.com  
Website: www.beetalfinancial.com
- h) Share Transfer System : The Company is having a Share Transfer Committee of the Board of Directors to approve the transfer and transmission of shares, etc. The Share Transfers of Physical Mode Shares are normally processed within 12 days of receipt if the documents are found in order.
- i) Dematerialisation of Shares and liquidity : The trading in the Equity Shares of the Company on the Stock Exchanges is permitted only in Dematerialised Mode w.e.f. 24<sup>th</sup> July, 2000 due to SEBI's directive. The Company has arrangements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for facilitating holding of Company's Shares in Dematerialised Mode. As on 31<sup>st</sup> March, 2019, 92.71% of the total shares have been dematerialised.
- j) Unclaimed Shares : The Company has opened a Depository Account (Demat Account) in the name and style of 'Unclaimed Shares Suspense Account of Punjab Alkalies & Chemicals Limited' with Punjab National Bank (Depository Participant of National Securities Depository Limited (NSDL)), Sector 17-B, Chandigarh for the purpose of complying with the provisions of the Revised Clause 5A of the Listing Agreement with the BSE Limited.
- k) Outstanding GDRs/ ADRs/ Warrants or Convertible instruments, conversion date and likely impact on equity. : Nil
- l) Plant Location : Nangal-Una Road,  
Naya Nangal,  
Distt. Ropar (Punjab) – 140 126.
- m) Address for Correspondence : Punjab Alkalies & Chemicals Limited,  
S.C.O. 125-127,  
Sector 17-B,  
Chandigarh-160 017.  
Ph. : (0172) – 4072500-01  
Fax : (0172) – 2704797.  
Website : www.punjabalkalies.com  
CIN: L24119CH1975PLC003607
- n) E-mail ID for Investors' Complaints/Queries : secretarial@punjabalkalies.com
- o) Market Price Data :

High/Low during each month of 2018-19 (1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019) on the BSE Limited:

Month	High (Rs.)	Low (Rs.)	Month	High (Rs.)	Low (Rs.)
April, 2018	46.00	35.05	October, 2018	83.05	70.25
May, 2018	60.75	39.75	November, 2018	84.70	60.10
June, 2018	66.80	54.75	December, 2018	76.40	53.00
July, 2018	68.75	51.70	January, 2019	63.00	47.55
August, 2018	68.90	59.55	February, 2019	63.00	40.00
September, 2018	68.90	68.90	March, 2019	63.95	53.50



p) Distribution of Shareholding as on 31<sup>st</sup> March, 2019:

Range of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	19133	90.88	2665009	9.82
501 - 1000	1088	5.18	882667	3.25
1001 - 2000	390	1.85	612827	2.26
2001 - 3000	123	0.58	317372	1.17
3001 - 4000	52	0.25	190711	0.71
4001 - 5000	47	0.22	217393	0.80
5001-10000	71	0.34	523259	1.93
10001 & above	124	0.59	21731558	80.06
Total	21028	100.00	27140796	100.00

q) Categories of Shareholding as on 31<sup>st</sup> March, 2019

Category	No. of Shareholders	No. of Shares held	% of Shareholding
Promoters	1	9090000	33.49
Mutual Funds & UTI	10	11700	0.04
Banks /Financial Institution	12	9400	0.03
Insurance Companies	-	-	-
Central/State Govt	-	-	-
NRIs/OCBs/FIIs	515	545153	2.01
Corporate Bodies	987	2434476	8.98
Indian Public	19256	14464169	51.29
Others	247	585898	2.16
Total	21028	27140796	100.00

For and on behalf of the Board

Place : Chandigarh  
Date : August 9, 2019

Sd/-  
(VINI MAHAJAN)  
Chairperson

**Chief Executive Officer's Declaration regarding the Code of Conduct for Directors and Senior Management Personnel.**

The Board of Directors of the Company had approved the Code of Conduct for Directors and Senior Management Personnel of the Company.

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the financial year ended 31<sup>st</sup> March, 2019.

Place : Chandigarh  
Date : August 9, 2019

Sd/-  
(MANJIT SINGH BRAR)  
Managing Director  
Din: 00942519

**Auditors' Certificate on Compliance with the Corporate Governance as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members of Punjab Alkalies & Chemicals Limited

We have examined the compliance of conditions of Corporate Governance by Punjab Alkalies & Chemicals Limited, for the financial year ended on 31<sup>st</sup> March, 2019, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For HARI S. & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 007709N  
Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735

Place: Chandigarh  
Date : August 9, 2019

# Punjab Alkalies & Chemicals Limited

## INDEPENDENT AUDITORS' REPORT

To the Shareholders of  
PUNJAB ALKALIES & CHEMICALS LIMITED

### Report on the Ind AS Financial Statements:

#### Opinion

We have audited the accompanying Ind AS financial statements of Punjab Alkalies & Chemicals Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Ind As financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind As financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Ind As financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind As Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind As financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind As financial statements.

### Management's Responsibility for the Financial Statements:

1. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



2. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.
3. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

**Report on Other Legal and Regulatory Requirements:**

4. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
5. As required by section 143(3) of the Act, we report that:  
We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (b) The Balance Sheet, Profit and Loss statement including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (c) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (d) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors of the company is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164 (2) of the Act;
  - (e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company has disclosed the impact of pending litigation on its financial position in its Ind AS financial statements;
    - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii) There has been no amount which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31<sup>st</sup> March 2019.

Place of Signature : Chandigarh  
Date: May 27, 2019

For HARI S. & ASSOCIATES  
Chartered Accountants  
ICAI Firm Registration No. 007709N  
Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735

# Punjab Alkalies & Chemicals Limited

## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

Annexures referred to in Paragraph 4 of The Auditor's Report of even date to the Shareholders of PUNJAB ALKALIES & CHEMICALS LIMITED on the Accounts for the year ended 31st March, 2019.

- (i) a) The Company has maintained proper records showing full particulars, including the quantitative details and situation of Fixed Assets.
- b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) a) The stock of finished goods, stores, spare parts and raw material lying in the factory have been physically verified by the management during /at the year-end. In our opinion and according to information and explanations given to us the frequency of physical verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of the physical verification of stock followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us the Company is maintaining proper records of its inventories and no material discrepancies were noticed on such verification.
- d) Discrepancies noticed on physical verification of inventory were not material and have been adequately dealt with in the books of account.
- (iii) The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public during the year within the meaning of Section 73 to 76 of the Act and the rules framed there-under.
- (vi) We have broadly reviewed the books of account as required to be maintained by the Company under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and the records have been made and maintained.
- (vii) a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, Goods & Services Tax, cess and other statutory dues have generally been regularly deposited with appropriate authorities though there has been a slight delay in a few cases.

c) Following dues are not deposited on account of disputes pending at various forums:

Name of the Statue	Nature of Dues	Amount in Lakhs	Period to which amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty & Penalty	60.17	2004-2008	CESTAT
Central Excise Act, 1944	Excise Duty & Penalty	5.49	April'08 to June'08	CESTAT
Finance Act, 1994	Service Tax Penalty	4.66	April'11 to Dec'11	CESTAT
Finance Act, 1994	Service Tax Penalty	116.09	Feb'07 to March'11	CESTAT
Central Excise Act, 1944	Excise Duty & Penalty	3.11	Jan'12 to Nov'12	CESTAT
Central Excise Act, 1944	Excise Duty & Penalty	5.32	July'11 to Dec'11	CESTAT
Finance Act, 1994	Service Tax Penalty	25.79	Jan'12 to Nov'12	CESTAT
Finance Act, 1994	Service Tax Penalty	35.85	July'13 to Dec'13, Dec'12 to June'13	CESTAT
Central Excise Act, 1944	Excise Duty	5.26	April'17 to June'17	Supdt, CGSTR Range, Nangal
Pb. Value Added Tax, 2005	Entry Tax	2.35	2009-10	VAT Tribunal, Chandigarh
Pb. Value Added Tax, 2005	Entry Tax	23.73	2012-13	VAT Tribunal, Chandigarh
Pb. Value Added Tax, 2005	Entry Tax	72.78	2011-12	DETC (Appeals), Mohali

- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of dues to the banks .
- (ix) According to the information and explanations given to us, No Term Loan has been received by the company during the year.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration, Accordingly, paragraph 3 (xi) of the order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

## Punjab Alkalies & Chemicals Limited

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- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place of Signature : Chandigarh  
Date : May 27, 2019

For HARI S. & ASSOCIATES  
Chartered Accountants  
ICAI Firm Registration No. 007709N

Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735





## **ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Punjab Alkalies & Chemicals Limited ("the Company") as of 31st March 2019, in conjunction with our audit of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



## Punjab Alkalies & Chemicals Limited

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### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place of Signature : Chandigarh

Date: May 27, 2019

For HARI S. & ASSOCIATES  
Chartered Accountants  
ICAI Firm Registration No. 007709N

Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735



# BALANCE SHEET as at 31st March, 2019

(Rs. in Lacs)

Particulars	Note No.	As at 31.3.2019	As at 31.3.2018
<b>ASSETS</b>			
<b>Non Current Assets</b>			
a) Property, Plant & Equipment	3	8904.25	10570.16
b) Capital Work in Progress	4	1648.73	487.39
c) Other Intangible Assets	3	12.01	16.58
d) Financial Assets			
(i) Trade Receivable	5	7.61	14.49
(ii) Others	6	267.80	282.61
e) Deferred Tax Assets (Net)	7	959.01	1028.96
f) Other Non Current Assets	8	722.13	826.52
Sub Total: Non Current Assets		12521.54	13226.71
<b>Current Assets</b>			
a) Inventories	9	818.02	887.64
b) Financial Assets			
(i) Trade Receivable	10	586.12	490.11
(ii) Cash and Cash equivalent	11	4008.22	5383.52
(iii) Other Bank Balances other than (ii) above	12	3019.79	79.27
(iv) Loans	13	20.97	4.78
(v) Others	14	1067.16	144.19
c) Other Current Assets	15	594.86	862.96
Sub Total: Current Assets		10115.14	7852.47
<b>Total : Assets</b>		<b>22636.68</b>	<b>21079.18</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	16	2710.48	2710.48
b) Other Equity	17	3832.67	936.27
Sub Total : Equity		6543.15	3646.75
<b>LIABILITIES</b>			
<b>Non Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	18	2789.23	2725.22
b) Provisions	19	1066.86	1114.77
Sub Total: Non Current Liabilities		3856.09	3839.99
<b>Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	20	243.07	281.23
(ii) Trade Payables due to :	21		
MSME		325.13	45.83
Others		2676.87	2027.82
b) Other Current Liabilities	22	8665.98	11178.68
c) Provisions	23	326.39	58.88
Sub Total: Current Liabilities		12237.44	13592.44
<b>TOTAL : EQUITY AND LIABILITIES</b>		<b>22636.68</b>	<b>21079.18</b>
Significant Accounting Policies	2		
Notes forming an integral part of the Financial Statements	1 to 42		

Sd/-  
(AJAY PAL SINGH)  
Chief Financial Officer

Sd/-  
(SUGANDHA KUKREJA)  
Company Secretary

Sd/-  
(D.C. MEHANDRU)  
Director

Sd/-  
(MANJIT SINGH BRAR)  
Managing Director

As per our separate report of even date

For HARI S. & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 007709N

Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735

Place: Chandigarh  
Date : May 27, 2019

# Punjab Alkalies & Chemicals Limited

## PROFIT AND LOSS STATEMENT for the year ended 31st March, 2019

(Rs. in Lacs)

Particulars	Note No.	2018-19.	2017-18
<b>INCOME</b>			
Revenue from Operations	25	37573.36	34201.58
Other Income	25	479.22	707.42
<b>Total Revenue</b>		<b>38052.58</b>	<b>34909.00</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed	26	5751.34	4739.60
Changes in Inventories of Finished Goods, Work in progress and stock in Trade	27	126.61	3.90
Excise Duty	25	-	838.06
Manufacturing Expenses	28	17763.71	19638.09
Employees benefits expense	29	2727.59	2885.35
Finance Costs	30	811.34	2029.37
Depreciation and Amortisation Expense	3 & 8	1628.82	911.75
Other Expense	31	3367.68	3221.76
<b>Total Expenses</b>		<b>32177.09</b>	<b>34267.88</b>
<b>Profit /(Loss) before exceptional item</b>		<b>5875.49</b>	641.12
<b>Amount written off exceptional item</b>		-	1123.32
<b>Profit /(Loss) after exceptional item</b>		<b>5875.49</b>	(482.20)
<b>Tax Expenses</b>			
Current Tax		219.51	-
Deferred Tax		69.95	-
<b>Profit /(Loss) for the year after Tax</b>		<b>5586.03</b>	(482.20)
<b>Debenture Redemption Reserve</b>		<b>101.50</b>	
<b>Profit/(Loss) transferred to other Equity</b>		<b>5484.53</b>	
<b>Other Comprehensive Income</b>		<b>105.97</b>	216.78
<b>Total Comprehensive Income for the year</b>		<b>5692.00</b>	(265.42)
<b>Earnings /(Loss) per Equity Share of Rs.10/- each:</b>			
Basic (in Rs.)		20.58	(1.78)
Diluted (in Rs.)		20.58	(1.78)
Significant Accounting Policies	2		
Notes forming an integral part of the Financial Statements	1 to 42		

Sd/-  
(AJAY PAL SINGH)  
Chief Financial Officer

Sd/-  
(SUGANDHA KUKREJA)  
Company Secretary

Sd/-  
(D.C. MEHANDRU)  
Director

Sd/-  
(MANJIT SINGH BRAR)  
Managing Director

As per our separate report of even date

For HARI S. & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 007709N

Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735

Place: Chandigarh  
Date: May 27, 2019


**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019**

(Rs. in lacs)

Particulars	2018-19	2017-18
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit /(Loss) before tax	5875.49	(482.20)
Adjustments for:		
Depreciation and Amortisation Expenses	1116.98	567.45
Foreign Exchange Fluctuations	(10.88)	-
Miscellaneous Expenses Written Off	511.84	344.30
Provision for Gratuity	16.72	119.67
Amount Transferred from WIP to Stores Consumed	213.83	114.43
(Gain)/loss on sale of Fixed Assets	(7.34)	(74.35)
Interest Income	(295.81)	(103.51)
Finance Cost	317.52	317.52
<b>Operating Profit Before Working Capital Change</b>	<b>7738.35</b>	<b>803.31</b>
Adjustment for:		
(Increase)/Decrease in Trade receivables	(89.13)	56.21
(Increase)/Decrease in Other Current Assets	581.05	748.00
(Increase)/Decrease in Inventories	69.62	(72.53)
(Increase)/Decrease in Loan & Advances	(939.16)	(68.56)
(Decrease)/Increase in Trade Payable	939.23	(522.27)
(Decrease)/Increase in Short Term Borrowings	(38.16)	32.05
(Decrease)/Increase in Other Current Liabilities	(2560.61)	3515.83
(Decrease)/Increase in Short Term Provisions	48.00	(176.89)
	(1989.16)	3511.84
<b>Cash Generated From Operations</b>	<b>5749.19</b>	<b>4315.15</b>
Direct Taxes Paid	(312.95)	(5.44)
Cash Flow Before Extraordinary Items	5436.24	4309.71
Extraordinary Items	-	-
<b>Net Cash From Operating Activities</b>	<b>5436.24</b>	<b>4309.71</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(337.26)	(48.86)
Expenditure on work in progress	(3195.56)	(443.29)
Sale / Adjustment of Fixed Assets	76.15	84.41
Interest Received	295.81	103.51
Long Term Advances Given	14.81	(10.46)
Purchase of Membranes and Recoating of Pans	(407.45)	(18.46)
<b>Net Cash Used in Investing Activities</b>	<b>(3553.50)</b>	<b>(333.15)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Long Term Borrowings	-	405.63
Repayment to Financial Institution and Bank	-	-
Interest Paid	(317.52)	(795.32)
Proceeds from issue of share capital	-	-
Proceeds from share premium account	-	-
Payment towards Short Term Borrowings (Working Capital)	-	-
<b>Net Cash Flow from Financing Activities</b>	<b>(317.52)</b>	<b>(389.69)</b>
Net Increase in Cash And Cash Equivalents	1565.22	3586.87
Cash And Cash Equivalents at the beginning of year	5462.79	1875.92
Cash And Cash Equivalents at the end of year*	7028.01	5462.79

\*Cash and Cash equivalents include deposits having maturity exceeding 3 months amounting to Rs.3019.79 lacs as per note 12.

Sd/-  
(AJAY PAL SINGH)  
Chief Financial Officer

Sd/-  
(SUGANDHA KUKREJA)  
Company Secretary

Sd/-  
(D.C. MEHANDRU)  
Director

Sd/-  
(MANJIT SINGH BRAR)  
Managing Director

As per our separate report of even date  
For HARI S. & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 007709N

Place: Chandigarh  
Date: May 27, 2019

Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735

# Punjab Alkalies & Chemicals Limited

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs. In lacs)

### A. Equity Share Capital

Balance as at 1.4.2018	2710.48	Changes in equity share capital during the year	0.00	Balance as at 31.3.2019	<b>2710.48</b>
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(Rs. In lacs)

### B. Other Equity

	Reserves and Surplus				Retained Earnings	Other Comprehensive Income (OCI)		Total
	Capital Reserve	Debenture Redemption Reserve	Securities premium Reserve	Debt Instruments (Differential discounted value of Debentures)		Debt instrument through OCI (Debentures)	Remeasurement of Defined Benefit Plan	
Balance as at 1.4.2018	6428.95		4443.13	352.87	(10314.65)	97.11	(71.14)	936.27
Total Comprehensive Income for the year	-	<b>101.50</b>	-	-	<b>5484.53</b>	<b>89.25</b>	<b>16.72</b>	<b>5692.00</b>
Depreciation net of adj.	<b>(2557.53)</b>	-	-	-	-	-	-	<b>(2557.53)</b>
Other Reserves	-	-	-	<b>(153.26)</b>	-	-	-	<b>(153.26)</b>
Adj. in respect of Assets sold/discarded	<b>(84.81)</b>	-	-	-	-	-	-	<b>(84.81)</b>
Balance as at 31.3.2019	<b>3786.61</b>	<b>101.50</b>	<b>4443.13</b>	<b>199.61</b>	<b>(4830.12)</b>	<b>186.36</b>	<b>(54.42)</b>	<b>3832.67</b>

The Company has created Debenture Redemption Reserve of 25% of the amount of NCDs in the books of accounts out of profits of the Company and the amount so credited shall not be used by the Company except for payment of NCDs in terms of Section 71 (4) of the Companies Act, 2013.

Sd/-  
(AJAY PAL SINGH)  
Chief Financial Officer

Sd/-  
(SUGANDHA KUKREJA)  
Company Secretary

Sd/-  
(D.C. MEHANDRU)  
Director

Sd/-  
(MANJIT SINGH BRAR)  
Managing Director

As per our separate report of even date

For HARI S. & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 007709N

Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735

Place: Chandigarh  
Date: May 27, 2019

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019**

**Note No.1**

**BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

**(a) BASIS OF PREPARATION AND COMPLIANCE WITH IND AS**

- (i) For all periods upto and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013. In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4 of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.
- (ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2017 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors of the Company on May 24, 2017. The management of the Company has complied the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective date of approval of the Audited Previous GAAP Financial Statements.

**Note No. 2**

**Significant Accounting Policies**

**(a) Accounting Convention**

The financial statements are prepared under the historical cost convention except for certain financial assets and liabilities that are measured at fair value and on the basis of going concern. The financial statements have been prepared on a going concern basis on the strength of profitability, liquidity and continued support of the promoters, financial institutions and banks. All expenses and incomes to the extent considered payable and receivable respectively, unless stated otherwise, have been accounted for on mercantile basis.

The Company has discounted Debentures in accordance with the effective interest method at the rate of 14% p.a. based on IRR and recognize the balances arrived as per the method in Other Reserve account and in long term borrowings.

**(b) Property, Plant & Equipment**

Tangible Assets are stated at fair values. Machinery Spares have been capitalised as and when issued. Direct costs are capitalised till the assets are ready to be put to use. These costs also include financing cost which has been capitalized on qualifying assets as per IND-AS 23. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are taken out from books of accounts and resultant profit (including capital profit) or loss, if any, is reflected in Profit and Loss Statement.

The Company has identified spares having value (landed cost) of Rs.10000/- & above and having life of more than one year in line with the Ind-AS 16. These spares are transferred to capital work in progress account and are capitalized as and when issued. The full value of these spares is being depreciated over their useful life.

**(c) Intangible Assets**

Intangible Assets acquired are measured on initial recognition at cost. These assets are being amortized over a period of five years. Costs associated with maintaining software programme are recognized as an expense as incurred.

**(d) Depreciation**

The Company has re-estimated the life of various equipments because of (i) replacement of imported equipments by indigenous ones which are cheaper but have shorter life, (ii) technological advancements necessitating quicker replacement of equipments, (iii) change in material of construction of some

## Punjab Alkalies & Chemicals Limited

equipments and (iv) past operational experience as certified by the technical staff of the plant w.e.f. 1<sup>st</sup> April, 2018. Accordingly, the Company has provided depreciation on plant & equipments purchased since 2004-05 on the basis of re-estimated life of the assets during the financial year ended 31st March, 2019. The additional depreciation of Rs. 720.65 lacs has been provided due to re-estimation of the life of the assets. Fixed Assets individually costing upto Rs.5,000/- are depreciated 100% in the year of purchase. The intangible assets are being amortised over a period of 5 years.

**(e) Valuation of Inventories**

The items of inventories are valued at lower of cost or estimated net realisable value. Cost of raw material, building material and stores & spares is determined (net of input tax credit) at monthly weighted average cost basis. Material in transit is taken at cost price. Stock in process is valued at cost of raw material added. Cost of finished goods includes material cost and appropriate portion of production and administrative overheads and excludes interest and marketing expenses. The value of finished goods stock is exclusive of GST. Scrap, if any, at the year end does not form part of closing inventory.

**(f) Revenue Recognition**

Sale of goods is recognised at the point of dispatch to the Customer. Sales include excise duty applicable but does not include GST.

**(g) Foreign Exchange Transactions**

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward exchange contracts are translated at the rate ruling at the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference having been recognised over the life of the contract. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the profit and loss statement.

**(h) Employee Benefits**

- i) **Defined Contribution Plan**  
The Company's Contribution paid/payable during the year towards Provident Fund Scheme and Superannuation Scheme are recognised as expense in the Profit & Loss Statement.
- ii) **Defined Benefit Plan**  
The Company's liabilities towards leave encashment and gratuity are determined by an independent actuary and LIC's actuarial valuation respectively, using the Projected Unit Credit Method. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds is consistent with the currency and estimated terms of the defined benefit obligations. Actuarial valuation has been done in accordance with Ind-AS 19. Actuarial gains and losses due to remeasurement in the present value of defined benefit obligations resulting from experience are recognized in other comprehensive income. The Company has also reinstated the provision for gratuity due to revaluation of defined benefit in accordance with Ind-AS 19.
- iii) Gratuity liability has been covered by master policy of Life Insurance Corporation of India under irrevocable trust.

**(i) Earnings Per Share**

The Basic Earnings/ (Loss) per Share is computed on the basis of weighted average number of Equity Shares outstanding during the financial year. The Diluted Earnings/(Loss) per Share is computed on the basis of weighted average number of Equity Shares outstanding during the year and the Potential Equity Shares.

**(j) Taxes on Income**

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961. Deferred tax has been recognised in accordance with IND-AS 12 on the basis of tax consequences of difference between the carrying amounts of assets and liabilities and their tax base. Deferred tax assets are recognised to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized because of renovation and up-gradation of plant and continuation of current market conditions.

**(k) Accounting policies not specifically referred above are consistent with generally accepted accounting practices.**



**Note No. 3**

**PROPERTY, PLANT. & EQUIPMENT**

(Rs. in Lacs)

TANGIBLE ASSETS	GROSS BLOCK (At Cost)				
	As at 1.4.2018	Transferred from WIP	Additions	Sales/ Adjustments	As at 31.3.2019
Land & Site Development	3095.11	-	-	-	3095.11
Buildings	1029.40	-	-	-	1029.40
Factory Building	2487.25	66.40	-	-	2553.65
Tube well	40.74	-	5.60	-	46.34
Plant & Machinery	28042.15	1727.84	257.30	1445.52	28581.77
Electric Installation	19.71	1.87	-	-	21.58
Railway Siding	189.81	-	-	-	189.81
Lab Instruments	27.41	8.17	10.01	-	45.59
Office Equipment	94.03	9.70	10.56	-	114.29
Furniture, Fixtures	71.38	-	7.62	-	79.00
Computers	124.27	5.69	13.16	-	143.12
Vehicles	166.12	-	33.01	59.53	139.60
<b>Total</b>	<b>35387.38</b>	<b>1819.67</b>	<b>337.26</b>	<b>1505.05</b>	<b>36039.26</b>
Previous Year	35113.41	347.99	41.18	115.20	35387.38

INTANGIBLE ASSETS PARTICULARS	GROSS BLOCK (At Cost)				
	As at 1.4.2018	Adjustments from WIP	Additions	Sales/ Adjustments	As at 31.3.2019
ERP Software	21.70	-	-	-	21.70
<b>Total</b>	<b>21.70</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21.70</b>
Previous year	14.02	-	7.68	-	21.70

- 3.1 Depreciation for the year 2018-19 includes Rs.2557.53 lakhs (Previous year Rs.321.12 lakhs) as depreciation arising on revaluation of Fixed Assets, which has been adjusted against Revaluation Reserve and has not been charged to the Profit and Loss Statement.
- 3.2 Fixed Assets are stated at values determined by the valuer less depreciation. Machinery Spares have been capitalised as and when procured. Direct costs are capitalised till the assets are ready to be put to use. These costs also includes financing cost (including exchange rate fluctuations) relating to specific borrowing attributable to Fixed Assets. When an asset is scrapped or otherwise disposed off, the cost and related depreciation are taken out from books of accounts and resultant profit (including capital profit) or loss, if any, is reflected in Profit and Loss Statement.
- 3.3 The Company has charged depreciation on Fixed Assets as per the useful life specified in Part 'C' of Schedule II of the Companies Act, 2013. The life of the components identified by Company is not different than the plant and machinery to which these components relate. Fixed Assets individually costing upto Rs.5,000/- are depreciated 100% in the year of purchase. Depreciation on Foreign Exchange adjustments arising from foreign exchange variations is charged on residual useful life of asset.
- 3.4 The Company had revalued its Fixed Assets (other than the 100 TPD Membrane Cell Plant Power Line) as on 31<sup>st</sup> March, 2004 on the basis of existing use value by an independent professional valuer. The revaluation of assets had been approved by the Board of Directors in its meeting held on 27<sup>th</sup> October, 2005 and the revalued figures were incorporated in the accounts in the financial year 2005-06. Accordingly a sum of Rs.6243.16 lacs being the surplus of the value of assets over the written down value, had been credited to the Revaluation Reserve.
- 3.5 The Company had revalued its 100 TPD Membrane Cell Plant Power Line as on 31<sup>st</sup> March, 2006 on the basis of existing use value by an independent professional valuer. The revaluation of the asset had been approved by the Board of Directors in its meeting held on 29<sup>th</sup> October, 2007 and the revalued figure was incorporated in the accounts in the financial year 2007-08. Accordingly, a sum of Rs.27.78 lacs being the surplus of the value of the asset over the written down value, had been credited to the Revaluation Reserve.
- 3.6 The Company had revalued its Fixed Assets as on 31<sup>st</sup> March, 2009 on the basis of existing use value by an independent professional valuer. The revaluation of assets had been approved by the Board of Directors in its meeting held on 29<sup>th</sup> January, 2010 and the revalued figures were incorporated in the accounts in the financial year 2009-10. Accordingly a sum of Rs.4819.99 lacs being the surplus of the value of assets over the written down value, had been credited to the Revaluation Reserve.



## Punjab Alkalies & Chemicals Limited

(Rs. in Lacs)

DEPRECIATION				NET BLOCK	
Upto 31.3.2018	For 2018-19	Adjustments	Upto 31.3.2019	As at 31.3.2019	As at 31.3.2018
-	-	-	-	3095.11	3095.11
361.45	15.72	-	377.17	652.23	667.95
1628.87	68.63	-	1697.50	856.15	858.38
38.70	.43	-	39.13	7.21	2.04
22217.24	3551.90	1296.07	24473.07	4108.70	5824.91
15.85	1.49	-	17.34	4.24	3.86
123.78	10.05	-	133.83	55.98	66.03
23.75	1.36	-	25.11	20.48	3.66
83.33	3.57	-	86.90	27.39	10.70
64.30	1.35	-	65.65	13.35	7.08
112.34	11.31	-	123.65	19.47	11.93
147.61	4.13	56.08	95.66	43.94	18.51
24817.22	3669.94	1352.15	27135.01	8904.25	10570.16
24021.42	885.56	89.76	24817.22	10570.16	11091.99

(Rs. in Lacs)

DEPRECIATION				NET BLOCK	
Upto 31.3.2018	For 2018-19	Adjustments	Upto 31.3.2019	As at 31.3.2019	As at 31.3.2018
5.12	4.57	-	9.69	12.01	16.58
5.12	4.57	-	9.69	12.01	16.58
2.11	3.01	-	5.12	16.58	11.91


**Note No. 4**
**CAPITAL WORK IN PROGRESS**

(Rs. in Lacs)

Particulars	Cost as at 1.4.2018	Additions / Adjustments	Transfer to Fixed Assets	Adjustments	Cost as at 31.3.2019
Buildings	2.79	70.00	63.13	-	9.66
Plant & Machinery	482.35	3120.81	1756.54	214.55	1632.07
ERP Software	2.25	4.75	-	-	7.00
Total	487.39	3195.56	1819.67	214.55	1648.73
Previous Year	506.52	443.29	347.99	114.43	487.39

**Note No. 5**
**NON CURRENT-FINANCIAL ASSETS-TRADE RECEIVABLES**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Considered Good except where Provided for		
Secured	5.10	5.10
Unsecured	766.49	723.37
	771.59	728.47
Less: Provision for Doubtful Depts	763.98	713.98
	7.61	14.49

**Note No. 6**
**NON CURRENT - FINANCIAL ASSETS - OTHERS**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Long Term Loans and Advances (Unsecured, Considered Goods unless otherwise stated)		
Security Deposits	267.80	282.61
	267.80	282.61

**Note No. 7**
**DEFERRED TAX ASSETS**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Opening Balance	1028.96	1028.96
Less Deferred Tax Liabilities (net) during the year	69.95	-
Balance	959.01	1028.96

**Note No. 8**
**OTHER NON CURRENT ASSETS**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Deferred Expenditure		
As per last balance sheet	826.52	1152.36
Addition during the year	407.45	18.46
	1233.97	1170.82
Less: Amortised during the year	511.84	344.30
Closing Balance	722.13	826.52
	722.13	826.52

## Punjab Alkalies & Chemicals Limited

8.1 The cost of membranes is being amortised over a period of three years. The cost of recoating of pans of electrolyzers is being amortised over a period of eight years.

### Note No. 9 **INVENTORIES** (Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Raw Materials	200.88	294.54
Stock in process	41.25	39.74
Finished goods	19.49	147.61
Stores, Spares consumables	556.40	405.75
	<u>818.02</u>	<u>887.64</u>

### Note No. 10 **CURRENT - FINANCIAL ASSETS - TRADE RECEIVABLES** (Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Considered Goods except where provided for:		
Secured	25.19	53.12
Unsecured	560.93	436.99
	<u>586.12</u>	<u>490.11</u>

### Note No. 11 **CURRENT - FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS** (Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Cash in hand	1.91	2.04
Cheques in hand	132.95	255.98
Balance with Scheduled Banks		
Current Account	841.33	756.29
Cash Credit Account	21.81	12.34
Fixed Deposits		
	<u>3010.22</u>	<u>4356.87</u>
	<u>3873.36</u>	<u>5125.50</u>
	<u>4008.22</u>	<u>5383.52</u>

### Note No. 12 **CURRENT - FINANCIAL ASSETS - OTHERS BANK BALANCES** (Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Bank Deposits with original maturity greater than 3 months including margin money for letters of credit and bank guarantees.		
	3019.79	79.27
	<u>3019.79</u>	<u>79.27</u>

### Note No. 13 **CURRENT - FINANCIAL ASSETS - LOAN** (Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Unsecured, Considered goods		
Loan to employees		
Loan Receivables considered good - Unsecured	1.43	1.55
Advances to employees	19.54	3.23
	<u>20.97</u>	<u>4.78</u>


**Note No. 14**
**CURRENT - FINANCIAL ASSESTS-OTHERS**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Unsecured, Considered goods unless otherwise stated		
Suppliers/Service Providers(Including capital goods for Rs.1022.61 lacs)	<b>1595.06</b>	643.30
Less: Provision for doubtful debts (Others)	<b>527.90</b>	499.11
	<b>1067.16</b>	144.19

14.1 The final adjustment of (a) expenses on common facilities with Punjab National Fertilizers & Chemicals Limited (under liquidation) for Railway Siding, Hostel Building, Power Link Line, Land, Tube well, Staff Housing Colony and Storm Water Drain etc., and (b) other expenses aggregating to Rs.513.88 lacs incurred on behalf of Punjab National Fertilizers & Chemicals Limited shall be made as per the settlement by the Official Liquidator of Punjab National Fertilizers & Chemicals Limited. However, an amount of Rs.28.78 lacs (previous year Rs.24.15 lacs) has been provided as doubtful debt during the current year.

**Note No. 15**
**OTHER CURRENT ASSETS**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
Balance with Central Excise	-	-
Prepaid expenses	<b>53.92</b>	53.93
Excise Claim, recoverable	<b>4.48</b>	14.73
Income Tax recoverable	<b>345.80</b>	52.29
Insurance Claim recoverable	<b>17.42</b>	374.28
Other recoverable	<b>112.97</b>	349.25
Income tax claimable	<b>29.85</b>	10.41
Assets held for sale	<b>22.35</b>	-
Advance against water charges	<b>8.07</b>	8.07
	<b>594.86</b>	862.96

15.1 Asset held for sale: The Company has commissioned new rectifiers of latest technology and intends to dispose off old rectifiers as it is no longer in use and has taken off the same from the block of assets i.e. Plant & Equipment. No impairment loss was recognized on reclassification of plant and equipment (rectifiers) as held for sale and the company expects the fair value less cost to sell to be higher than the carrying amount.

**Note No. 16**
**EQUITY SHARE CAPITAL**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
<b>Authorised</b>		
400,00,000 Equity Shares of Rs. 10/- each (Previous year 400,00,000 Equity Shares)	<b>4000.00</b>	4000.00
<b>Issued</b>		
271,43,146 Equity Shares of Rs. 10/- each (Previous year 271,43,146 Equity Shares)	<b>2714.31</b>	2714.31
<b>Subscribed and Paid Up</b>		
271,40,796 Equity Shares of Rs. 10/- each fully called up (Previous year 271,40,796 Equity Shares)	<b>2714.08</b>	2714.08
Less: Allotment Money unpaid	<b>3.60</b>	3.60
	<b>2710.48</b>	2710.48

## Punjab Alkalies & Chemicals Limited

### 16.1 Details of shareholders holding more than 5% shares

Name of Shareholder	As at 31.3.2019		As at 31.3.2018	
	No. of shares held	% age	No. of shares held	% age
Punjab State Industrial Development Corporation Limited (Promoter)	9090000	33.49	9090000	33.49

### Note No. 17

#### OTHER EQUITY

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
<b>Capital Reserve</b>		
Land Subsidy	5.49	5.49
Shares Forfeited Reserve Account	7.03	7.03
Revaluation Reserve		
As per last balance sheet	6416.43	6752.93
Less: Adjusted in respect of Assets sold/ discarded	84.81	31.75
Less: Depreciation (Net of adjustment)	2557.53	304.75
	3774.09	6416.43
<b>Securities Premium</b>		
As per last Balance Sheet	4443.13	4443.13
Add: Additional during the year	-	-
	4443.13	4443.13
<b>Other Reserve</b>		
Differential discounted value of Debenture	199.61	352.87
<b>Other Comprehensive Income</b>		
As per last Balance Sheet	25.97	(190.81)
Add: Addition during the year	105.97	216.78
	131.94	25.97
<b>Debenture Redemption Reserve</b>	101.50	-
<b>Profit and Loss Statement</b>		
As per last Balance Sheet	(10314.65)	(9832.45)
Add: Transferred from Profit and Loss Statement	5484.53	(482.20)
	(4830.12)	(10314.65)
	3832.67	936.27



Note No. 18

## NON CURRENT-FINANCIAL LIABILITIES-BORROWINGS

Particulars	(Rs. in Lacs)	
	As at 31.3.2019	As at 31.3.2018
<b>Debenture</b>		
<b>Secured Redeemable Non-Convertible Debentures of Rs.100/- each</b>		
IDBI Bank Limited – 2,90,000 (Previous Year 2,90,000) 10% Debentures- (Redeemable at par in six equal monthly installments from 1 <sup>st</sup> July, 2020)	258.84	252.50
IFCI Limited – 50,000 (Previous Year 50,000) 10% Debentures- (Redeemable at par in six equal monthly installments from 1 <sup>st</sup> July, 2020)	44.63	43.53
LIC of India – 30,000 (Previous Year 30,000) 10% Debentures- (Redeemable at par in six equal monthly installments from 1 <sup>st</sup> July, 2020)	26.78	26.12
PNB – 18,000 (Previous Year 18,000) 10% Debentures- (Redeemable at par in six equal monthly installments from 1 <sup>st</sup> July, 2020)	16.07	15.67
PSB – 18,000 (Previous Year 18,000) 10% Debentures- (Redeemable at par in six equal monthly installments from 1 <sup>st</sup> July, 2020)	16.07	15.67
<b>Secured Fully Convertible Debentures of Rs.100/- each</b>		
IDBI Bank Limited – 19,75,000 (Previous Year 19,75,000) 10% Debentures- (Convertible into equity share of the Company on 1 <sup>st</sup> July, 2020)	1730.83	1691.52
IFCI Limited – 3,44,000 (Previous Year 3,44,000) 10% Debentures- (Convertible into equity share of the Company on 1 <sup>st</sup> July, 2020)	301.47	294.62
LIC of India – 2,07,000 (Previous Year 2,07,000) 10% Debentures- (Convertible into equity share of the Company on 1 <sup>st</sup> July, 2020)	181.41	177.29
PNB – 1,23,200 (Previous Year 1,23,200) 10% Debentures- (Convertible into equity share of the Company on 1 <sup>st</sup> July, 2020)	107.97	105.52
PSB – 1,20,000 (Previous Year 1,20,000) 10% Debentures- (Convertible into equity share of the Company on 1 <sup>st</sup> July, 2020)	105.16	102.78
	<b>2789.23</b>	<b>2725.22</b>

- 18.1 The Fully Convertible Debentures (FCDs) shall be converted into Equity Shares of the Company on 1<sup>st</sup> July, 2020 at a price which shall be determined in accordance with SEBI ICDR Regulations, 2009 (as amended) and PACL shall have the first right of refusal for redemption before conversion of these FCDs into Equity Shares.
- 18.2 The Fully Convertible Debentures issued upon part conversion of their outstanding terminal payment and Non-Convertible Debentures issued to the extent of Mark to Market Loss in respect of fresh Equity issued as approved by CDR EG to CDR Lenders (Now Debenture holders) viz. IDBI Bank Limited, IFCI Limited, Life Insurance Corporation of India, Punjab National Bank and Punjab & Sind Bank, are/will be secured by way of existing charge on Movable or/and Immovable Properties of the Company.
- 18.3 The Corporate Debt Restructuring (CDR) Empowered Group had restructured the debt liabilities of the Company in January, 2003 and had thereafter revised, reworked and modified the same from time to time. The CDR Empowered Group has approved the Proposal of the Company for One Time Settlement (O.T.S.) of the outstanding Term Loans and Non-Convertible Debentures and Sanctioned Working Capital Facilities as on 1<sup>st</sup> April, 2012 on 100% principal basis with a cut-off date of 15<sup>th</sup> November, 2012. In terms of the same, the Company had to make payment of (a) Upfront Payment of 35% of the O.T.S. Amount as first tranche, 10% of the balance 65% of O.T.S. Amount as second tranche by 30<sup>th</sup> September, 2014 and the remaining 90% of the balance 65% of O.T.S. Amount as third tranche by 1<sup>st</sup> April, 2015 and (b) Interest from 1<sup>st</sup> July, 2012 to 30<sup>th</sup> September, 2012 on the entire outstanding amount and interest from 1<sup>st</sup> October, 2012 to the date of payment of first tranche on 35% of O.T.S. Amount alongwith the payment of first tranche and interest from 1<sup>st</sup> October, 2012 to the date of payment of first tranche on balance 65% of O.T.S. Amount by 31<sup>st</sup> October, 2013. No interest is chargeable on the balance 65% of O.T.S. Amount from the date of payment of first tranche. Accordingly, the Company has made the payments of the first tranche and second tranche of the O.T.S. Amount alongwith interest payable on due dates as per terms of the O.T.S. sanction.
- 18.4 The final tranche of O.T.S. amount had fallen due on 1<sup>st</sup> April, 2015. The Company could not make the payment of the same on due date. At the request of the Company, the CDR Empowered Group has, inter alia, approved the terms of the said terminal payment i.e. (i) The Outstanding amount (as on 1<sup>st</sup> April, 2015) of

## Punjab Alkalies & Chemicals Limited

terminal payment of OTS amount shall be converted into Equity and Fully Convertible Debentures (FCDs), (ii) Equity Conversion shall be by issuance of fresh equity of 66,05,246 shares as per applicable SEBI norms, (iii) The balance outstanding terminal OTS payment is to be converted into Fully Convertible Debentures (FCDs) and (iv) The Company shall issue Non Convertible Debentures (NCDs) to Lenders to the extent of Mark to Market Loss in respect of fresh Equity issued by the Company; and these FCDs & NCDs shall carry fixed interest rate at IDBI Bank Limited's Base Rate as on cut-off date of 30<sup>th</sup> June, 2015 i.e. 10% p.a. The CDR Empowered Group further approved waiver of interest on outstanding O.T.S. amount during period April, 2015 to June, 2015. The Company has received individual sanctions from all financial institutions and banks. The Company has issued Equity Shares and Debentures (NCDs & FCDs) to all the lenders as per CDR sanction.

### Note No. 19

#### NON CURRENT- PROVISIONS

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
<b>Provision for Employee Benefits</b>		
Gratuity	301.08	330.20
Leave Encashment	765.78	784.57
	<u>1066.86</u>	<u>1114.77</u>

19.1 The Company's liabilities towards leave encashment and gratuity are determined by an independent actuary and LIC's actuarial valuation respectively, using the Projected Unit Credit Method. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds is consistent with the currency and estimated terms of the defined benefit obligations. Actuarial gains and losses are recognised immediately in the Profit & Loss Statement as income or expense and other comprehensive income as per Ind-AS 19.

### Note No. 20

#### CURRENT - FINANCIAL LIABILITIES-BORROWINGS

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
<b>Working Capital Loans (Secured)</b>		
Punjab & Sind Bank	-	-
Punjab National Bank	-	-
	<u>-</u>	<u>-</u>
<b>Other Loans and Advances (Unsecured)</b>		
Advances from Customers	243.07	281.23
	<u>243.07</u>	<u>281.23</u>

20.1 Cash Credit from the banks is secured by way of hypothecation (by way of first charge) of raw materials, stocks in process, finished goods, stores and spares and book debts of the Company wherever situated and is/ will be secured by way of mortgage (by way of second charge) on all the immovable properties both present and future.

### Note No. 21

#### CURRENT-FINANCIAL LIABILITIES-TRADE PAYABLE

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
<b>Creditors</b>		
MSME	325.13	45.83
Others	2676.87	2027.82
	<u>3002.00</u>	<u>2073.65</u>



- 21.1 Trade payable includes creditors against capital goods amounting to Rs.850.29 lacs (Previous Year Rs.8.00 lacs)
- 21.2 Amount due to MSME has been determined to the extent such parties have been identified on the basis of information collected by the Management.

**Note No. 22**

**OTHER CURRENT LIABILITIES**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
<b>Other Liabilities</b>		
Statutory Liabilities	433.72	694.61
Others Liabilities*	8161.21	10413.02
Interest accrued but not due	71.05	71.05
	<u>8665.98</u>	<u>11178.68</u>

**Note No. 23**

**CURRENT-PROVISIONS**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
<b>Provision for Employee Benfits</b>		
Leave Encashment	101.65	57.24
Bonus	5.23	1.64
Provision for taxation	219.51	-
	<u>326.39</u>	<u>58.88</u>

- 23.1 The Company's liabilities towards leave encashment and gratuity are determined by an independent actuary and LIC's actuarial valuation respectively, using the Projected Unit Credit Method. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds is consistent with the currency and estimated terms of the defined benefit obligations. Actuarial gains and losses are recognised immediately in the Profit & Loss Statement as income or expense and other comprehensive income as per Ind-AS 19

**Note No. 24**

**CONTINGENT LIABILITIES AND COMMITMENTS**

(Rs. in Lacs)

Particulars	As at 31.3.2019	As at 31.3.2018
a) Letters of Credit Outstanding	2889.11	-
b) Bank Guarantees given by Company	318.78	213.11
c) Excise/Service Tax/ Entry Tax Demands/claims under appeal	-	426.26
d) House Tax on Industrial Buildings for the period 1.10.2010 to 31.3.2013 for which the Company's Revision Petition is pending before the Revisional Authority	-	99.84
e) Estimated amounts of contracts remaining to be executed on capital account and not provided for	6951.43	259.18
f) Differential amount on delayed payment claimed by PSPCL	641.81	614.85
g) Additional Liability on account of Income Tax Assessments for the Assessment Years 2016-17 onwards (which are pending), is unascertainable.		



# Punjab Alkalies & Chemicals Limited

## Note No. 25

### REVENUE

(Rs. in Lacs)

Particulars	2018-19	2017-18
Revenue from sale of goods	37573.36	34201.58
Revenue from trading of goods	-	-
	<u>37573.36</u>	<u>34201.58</u>
Less: Excise Duty	-	838.06
	<u>37573.36</u>	<u>33363.52</u>
Other Income:		
Interest received	295.81	103.51
Scrap Sales	142.86	111.26
Misc. Income	27.46	383.89
Excess Provision written back	0.01	34.41
Profit on sale of fixed assets	13.08	74.35
	<u>479.22</u>	<u>707.42</u>

## Note No. 26

### COST OF MATERIALS CONSUMED

(Rs. in Lacs)

Particulars	2018-19	2017-18
Salt	5099.35	4240.84
Soda Ash	67.73	50.92
Barium Carbonate	283.33	225.66
Sulphuric Acid	177.82	124.77
Others	123.11	97.41
	<u>5751.34</u>	<u>4739.60</u>

## Note No. 27

### CHANGES IN INVENTORIES OF FINISHED GOODS & STOCK-IN-PROCESS

(Rs. in Lacs)

Particulars	2018-19	2017-18
<b>Closing Stocks</b>		
Finished Goods	19.49	147.61
Stock in Process	41.25	39.74
	<u>60.74</u>	<u>187.35</u>
<b>Less: Opening Stocks</b>		
Finished Goods	147.61	153.20
Stock in Process	39.74	38.05
	<u>187.35</u>	<u>191.25</u>
<b>Increase/(Decrease) in Stock</b>	<u>(126.61)</u>	<u>(3.90)</u>

## Note No. 28

### MANUFACTURING EXPENSES

(Rs. in Lacs)

Particulars	2018-19	2017-18
Power, Fuel & Utilities	17378.20	19433.90
Stores & Spares consumed	385.51	204.19
	<u>17763.71</u>	<u>19638.09</u>

## Note No. 29

### EMPLOYEE BENEFITS EXPENSE

(Rs. in Lacs)

Particulars	2018-19	2017-18
Salaries, Wages & Bonus	2224.04	2267.73
Contribution to Provident, Superannuation & Gratuity funds	272.44	396.41
Staff Welfare, Recruitment & Training Expenses	231.11	221.21
	<u>2727.59</u>	<u>2885.35</u>


**Note No. 30**
**FINANCE COST**

(Rs. in Lacs)

Particulars	2018-19	2017-18
Interest and Charges		
Term Loans	-	-
Debentures	317.52	317.52
Cash Credit	15.38	8.57
ACD	106.28	1251.11
Mark to Market Loss	-	406.22
Security Deposits/Others	372.16	45.95
	<u>811.34</u>	<u>2029.37</u>

**Note No. 31**
**OTHER EXPENSES**

(Rs. in Lacs)

Particulars	2018-19	2017-18
Labour Charges	136.84	166.38
Railway Siding Operations	6.50	7.01
Repair & Maintenance		
Plant & Machinery	284.96	158.77
Building	187.73	65.86
Others	19.51	13.96
	492.20	238.59
Board Meeting Expenses	6.93	3.44
Travelling & Conveyance		
Directors	4.88	2.31
Others	69.95	40.80
	74.83	43.11
Statutory Auditors Remuneration		
Audit Fees	0.50	0.51
Tax Audit Fees	0.07	0.07
Other Services	0.52	0.33
Out of Pocket Expenses	-	0.62
Legal & Professional Charges	1.09	1.53
Insurance	96.76	19.29
Printing & Stationery	85.01	98.65
Postage & Telephone	12.01	9.44
Electricity & Water Charges	18.15	12.52
Rent, Rates & Taxes	8.37	8.75
Pollution Control Expenses	306.95	48.06
Miscellaneous Expenses	72.75	85.46
Loss on sale of Assets	282.46	39.56
Loss on insurance claim	5.74	-
Doubtful Debts Others	-	0.12
Advertisement	28.78	24.15
Freight, Cartage & Handling	13.65	1.04
Business Promotion	913.73	1147.65
Discounts & Commission	14.63	5.01
Chlorine disposal charges	688.36	666.25
Bad debts	41.12	520.75
Provision for doubtful debts	10.82	-
	<u>50.00</u>	<u>75.00</u>
	<u>3367.68</u>	<u>3221.76</u>

Note No.32. Debit & Credit balances of parties are subject to their confirmation.

Note No.33. Legal action had been instituted against customers from whom a total sum of Rs.640.40 lacs (Previous year Rs.642.38 Lacs) is due as the balance of the principal value of goods supplied.

Note No.34. Deferred Tax: The Company has recognized deferred tax in accordance with IND-AS 12. The major elements of Deferred Tax Assets and Liabilities are given below:

# Punjab Alkalies & Chemicals Limited

(Rs. in Lacs)

Particulars	As at 31st March, 2019	
	Deferred Tax Assets	Deferred Tax Liabilities
Timing difference on:		
Fixed Assets	-	648.49
Provision for Gratuity	93.94	-
Provision for Leave Encashment	270.64	-
Provision for Bonus	1.63	-
C/F Losses and Depreciation	1241.29	-
	<u>1607.50</u>	<u>648.49</u>
Net Deferred Tax Assets	959.01	

**Note No.35. Employee Defined Benefits:**

Defined Benefit Plans-as per Actuarial Valuation as on 31st March, 2019 (Rs. in Lacs)

Particulars	Leave Encashment	Gratuity
Expense Recognised in the Profit & Loss Statement for the year	77.77	76.20
Present Value of Defined Benefit Obligation as at 31st March, 2019	867.43	1502.48
Funding of Plan Assets as a percentage of total Plan	Unfunded	80% with LIC
Actuarial Assumptions		
- Discount Rate	7.55%	7.55%
- Expected rate of return on Plan Assets	-	7.55%
- In-service Mortality	Indian Assured Lives (2006-08)	Indian Assured Lives (2006-08)
- Attrition Rate	1% to 2%	1% to 2%
- Salary Rise	6.0%	6.0%
- Remaining Working life	12 Years	12 Years

**Note No.36. Corporate Social Responsibility:**

In accordance with section 135 (5) of the Companies Act, 2013, a Company, meeting the Corporate Social Responsibility (CSR) applicability criteria, needs to spend in every financial year, at least 2% of its average net profits made during the three immediately preceding financial years in pursuance of its CSR Policy. Since the Company has earned net profit before tax of Rs.5875.49 lacs, it meets the CSR applicability criteria and accordingly needs to spend minimum 2% of its average net profits for the immediately preceding three years on CSR activities in pursuance of its CSR policy.

**Note No.37. Related Party Disclosures:**

- a) Names of related Parties and description of relationships, having transactions during the year
  - 1) Significant Interest Entities:  
The Punjab State Industrial Development Corporation Limited holds 90,90,000 Equity Shares of the Company, which constitutes 33.49% of the Subscribed Capital.
  - 2) Key Managerial Personnel
    - Shri Amit Dhaka, IAS, Managing Director (till 13<sup>th</sup> February, 2019)
    - Shri Manjit Singh Brar, IAS, Managing Director (w.e.f. 15<sup>th</sup> February, 2019)
    - Shri Ajay Pal Singh, Chief Financial Officer
    - Smt. Sugandha Kukreja, Company Secretary
- b) Volume of transaction of related parties

		(Rs. in lacs)
	2018-19	2017-18
<b>Remuneration (Key Managerial Personnel)</b>		
- Shri Amit Dhaka, IAS, Managing Director (till 13 <sup>th</sup> February, 2019)	-	-
- Shri Manjit Singh Brar, IAS, Managing Director (w.e.f. 15 <sup>th</sup> February, 2019)	-	-
- Shri Ajay Pal Singh, Chief Financial Officer	<b>12.33</b>	13.25
- Smt. Sugandha Kukreja, Company Secretary	<b>8.02</b>	7.88
- Shri Pradeep Nauharla, Company Secretary & Sr. General Manager (Company Affairs) till 19 <sup>th</sup> October, 2016	-	*1.83
*Ex-gratia Arrear		

Note No.38. A total of 2305 chlorine tonners (including rented tonners) and nil Chlorine Cylinders of 900 Kg. and 100 Kg. each respectively, were in circulation with various customers as returnable empties, as on 31.3.2019.

Note No. 39. Based on the information available with the Company, an amount of Rs.325.13 lacs is due to the MSME as defined under the MSMED Act, 2006. Further, interest amounting to Rs.0.12 lacs has been provided under the terms of the MSMED Act, 2006.

Note No. 40. The **Company operates in a single business segment viz. chemicals.**

Note No. 41. a) The Corresponding figures of the previous year have been regrouped/reclassified, wherever necessary.

b) The figures have been rounded off to the nearest Rs. Lacs.

**Note No. 42. ADDITIONAL INFORMATION AS FAR AS APPLICABLE PURSUANT TO PART II OF SCHEDULE III OF THE COMPANIES ACT, 2013:**

**i) QUANTITATIVE DETAILS OF CONSUMPTION OF RAW MATERIALS AND CHEMICALS**

(Rs. in lacs)					
Item	Unit of Qty.	2018-19		2017-18	
		Qty.	Value(Rs.)	Qty.	Value(Rs.)
Salt (NaCl)	MT	163568	5099.35	144735	4240.84
Soda Ash	MT	287	67.73	239	50.92
Barium Carbonate	MT	806	283.33	652	225.66
Sulphuric Acid	MT	2104	177.82	1866	124.77
Others			123.11		97.41
Total			5751.34		4739.60

**ii) DETAILS REGARDING IMPORTED AND INDIGENOUS MATERIAL CONSUMED**

(Rs. in lacs)			
Item	Imported Value (%)	Indigenous Value (%)	Total Value
Raw Materials and Chemicals	9.89 (0.17%)	5741.45(99.83%)	5751.34
	[16.47 (0.35%)]	[4723.13 (99.65%)]	[4739.60]
Stores and Spares	22.77 (5.91%)	362.74 (94.09%)	385.51
	[19.33 (9.47%)]	[184.86(90.53%)]	[204.19]

Previous year figures are in brackets.

**iii) VALUE OF IMPORTS (CIF BASIS)**

(Rs. in lacs)		
Particulars	2018-19	2017-18
Raw Materials	33.30	-
Stores and Spares and Membranes	880.63	326.27
Total	913.93	326.27

## Punjab Alkalies & Chemicals Limited

**iv) PARTICULARS OF PAYMENT MADE TO OR ON BEHALF OF THE DIRECTORS : Nil**

**v) EXPENDITURE IN FOREIGN CURRENCY:**

	(Rs. in lacs)	
Particulars	2018-19	2017-18
Raw Materials	29.79	-
Stores and Spares, Plants, etc.	624.80	-
Total	<u>654.59</u>	<u>-</u>

**vi) REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDEND: Nil**

**vii) EARNING IN FOREIGN CURRENCY: Nil**

Sd/-  
(AJAY PAL SINGH)  
Chief Financial Officer

Sd/-  
(SUGANDHA KUKREJA)  
Company Secretary

Sd/-  
(D.C. MEHANDRU)  
Director

Sd/-  
(MANJIT SINGH BRAR)  
Managing Director

As per our separate report of even date  
For HARI S. & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 007709N

Place: Chandigarh  
Date: May 27, 2019

Sd/-  
(KAPIL VOHRA)  
Partner  
Membership No. 523735

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