

11th November, 2025

The Manager,
Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza,
Plot No. – C – 1, G Block,
Bandra – Kurla Complex,
Bandra (East),
Mumbai – 400051

The General Manager,
Department of Corporate Services,
BSE Ltd.,
1st Floor, New Trading Ring,
Rotunda Building,
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400001

NSE Code – PCBL

BSE Code – 506590

Dear Sir,

Sub:- Submission of Notice of Postal Ballot of PCBL Chemical Limited ('the Company') - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as the "SEBI Listing Regulations")

We enclose, in terms of Regulation 30 of the SEBI Listing Regulations, a copy of the Postal Ballot Notice dated 3rd November, 2025 along with the Statement thereto, seeking approval of the shareholders of the Company for the appointment of Mr. Nilesh Koul (DIN 10963815) as the Managing Director of the Company as set out in the said Postal Ballot Notice.

In terms of various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice is being sent through electronic mode to those shareholders whose names appeared in the Register of Members / List of Beneficial Owners and whose email ids are registered with Depositories / Company / Registrar and Share Transfer Agent as on Friday, 7th November, 2025 ("Cut-Off date"). The Company has engaged National Securities Depository Limited (NSDL) for providing Remote E-voting facility to all its Members.

The Remote E-voting will commence from Wednesday, 12th November, 2025 at 9:00 a.m. (IST) and will end on Thursday, 11th December, 2025 at 5:00 p.m. (IST). The Remote e-voting module shall be disabled by NSDL for voting thereafter.

The Postal Ballot Notice is also being uploaded in the website of the Company at www.pcbltd.com as well as on the website of NSDL at www.evoting.nsdl.com and on the websites of the Stock Exchanges, i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) at www.nseindia.com and www.bseindia.com respectively. We request you to take the afore-mentioned information in record and oblige.

Yours faithfully,
For **PCBL CHEMICAL LIMITED**

K. Mukherjee
Company Secretary and Chief Legal Officer

Encl: As above

PCBL Chemical Limited

Registered Office: 31 Netaji Subhas Road, Kolkata – 700 001, West Bengal, India

Corporate Office: RPSG House, 4th Floor, 2/4 Judges Court Road, Kolkata – 700 027, West Bengal, India

P: +91 33 6625 1443 | **E:** pcbl@rpsg.in | **W:** www.pcbltd.com | **CIN:** L23109WB1960PLC024602

Note: "PCBL Chemical Limited" was formerly known as "PCBL Limited"

PCBL CHEMICAL LIMITED
(Formerly known as PCBL Limited)
CIN: L23109WB1960PLC024602

Regd. Office: 31, Netaji Subhas Road, Kolkata – 700 001
Tele: (033) - 6625-1443, Fax: 033-2230 6844/2243-6681
E-mail – pcbl@rpsg.in, Web – www.pcblttd.com

POSTAL BALLOT NOTICE
TO THE MEMBERS OF THE COMPANY

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India]

NOTICE is hereby given that pursuant to and in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Secretarial Standard-2 on General Meetings (the “SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings/ conducting postal ballot process through remote e-voting and any other applicable laws, rules and regulations as amended from time to time, including any statutory modification(s), amendment(s) or re- enactment(s) thereof for the time being in force, the Special Resolution set out below is proposed to be passed by the Members of PCBL Chemical Limited (the “Company”) through Postal Ballot by way of voting through electronic means (“remote e- voting”) only.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the notes to register the same.

A statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts pertaining to the Special Resolution mentioned in this Postal Ballot Notice, is annexed hereto. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at their Meeting held on Monday, 3rd November, 2025 have appointed Mr. Manoj Prasad Shaw, FCS No: 5517, Practicing Company Secretaries as the ‘Scrutinizer’ to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (‘NSDL’), as the agency to provide remote e-voting facility.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 12th November, 2025 and ends at 5.00 p.m. (IST) on Thursday, 11th December, 2025. The Scrutinizer will submit his report within 2 working days from the date of conclusion of the Postal Ballot to the Chairman of the Company/Director(s) upon completion of the scrutiny of the votes cast through remote e-voting. The Special Resolution, if passed by the requisite majority, shall be deemed to have been passed on the date of conclusion of the Postal Ballot, being the last day of remote e-voting.

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The said results along with the Scrutinizer's Report will be placed on the website of the Company at www.pcbltd.com under the section 'Investor Relations' and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

Item of business requiring approval of Equity Shareholders through Postal Ballot by 'remote e-voting' is given below:

SPECIAL BUSINESS:

AS A SPECIAL RESOLUTION:

Item no. 1:

Appointment of Mr. Nilesh Koul (DIN 10963815) as the Managing Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Regulation 17 (6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to the provisions of the Articles of Association and such other necessary approval(s), consent(s) or permission(s), as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), and approval of the Board of Directors of the Company (“Board”), approval of the Members of the Company be and is hereby accorded for the appointment of and payment of remuneration to Mr. Nilesh Koul, (DIN: 10963815) as the Managing Director of the Company, not liable to retire by rotation, on a continuation basis for a term of 5 (five) years effective from 3rd November, 2025 up to 2nd November, 2030 (both days inclusive), on the terms and conditions and remuneration as set out in the Agreement, to be executed by the Company with Mr. Nilesh Koul as placed before the Meeting and the principal terms of which has also been set out in the Explanatory Statement attached to this Notice with a liberty to the Board which shall also include the NRC to alter and vary, from time to time, the terms and conditions of the said appointment, subject to the overall ceiling on remuneration specified in Section 197 of the Act read with Schedule V thereto and other applicable provisions under the Act or any statutory modification(s) or re-enactment thereof, as may be applicable, for the time being in force.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Company will review and recommend to the Board, the remuneration payable to the Managing Director during his tenure, within the overall limits in due compliance of the provisions of the applicable laws.

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RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing special resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

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Kolkata – 700 001
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By Order of the Board

Place: Kolkata
Date: 3rd November, 2025

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended (‘the Act’) read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. In conformity with the regulatory requirements, this Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on the cut-off date, i.e. Friday, 7th November, 2025 and who have registered their e-mail addresses with the Company or with the Depositories.
3. Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, 7th November, 2025 (cut-off date) will be entitled to cast their votes. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off Date i.e. Friday, 7th November, 2025.
4. There will be one vote for each share for every DPID & Client ID / folio number irrespective of the number of joint holders.
5. Remote E-voting will commence from Wednesday, 12th November, 2025 at 9.00 A.M. (IST) and will end on Thursday, 11th December, 2025 at 5.00 P.M. (IST).

The last date for Remote E-voting is Thursday, 11th December, 2025 shall be deemed to be the date of passing of the Special Resolution as contained in the Postal Ballot Notice.

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6. In compliance with the MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on the cut-off date i.e. Friday, 7th November, 2025.
7. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
8. For the purpose of providing remote e-voting facility, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting and enabling the Members to cast their votes electronically.
9. Members whose email addresses are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical form can send scanned copy of a signed request letter mentioning the folio number, name, complete address, email address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the RTA's email address – kolkata@linkintime.co.in .
 - b. Members holding share(s) in electronic mode may update the email address, bank account details and mobile number through their respective Depository Participant(s) (DP).
10. The Board of Directors has appointed Mr. Manoj Prasad Shaw, Practicing Company Secretary (FCS No: 5517,) as the “Scrutinizer” to conduct the Remote E-voting process in a fair and transparent manner.
11. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.pcblltd.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) at www.nseindia.com and www.bseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
12. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection at www.pcblltd.com under ‘Investor Relations’ Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
13. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
14. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Company Secretary at Email: pcbll.investor@rpsg.in or for any query / grievance with respect to E- voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com .

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15. It is clarified that if a Shareholder fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.

16. The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select</p>





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	<p>“Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>4. Shareholders /Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the

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	<p>user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Members holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>

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B) Login Method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 137600 then user ID is 13760001***

5. Password details for members other than Individual members are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

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- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.com. Institutional members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to pcbl.investor@rpsg.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to pcbl.investor@rpsg.in. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual members holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

PCBL Chemical Limited

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P: +91 33 6625 1443 | **E:** pcbl@rpsg.in | **W:** www.pcblttd.com | **CIN:** L23109WB1960PLC024602

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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, and submit to the Chairman / Director(s) of the Company.
2. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.pcblltd.com and on the website of NSDL at www.evoting.nsdl.com.

I. STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('Act')

Item No. 1:

The Board of Directors of the Company at its Meeting held on 3rd November, 2025 on the basis of recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Nilesh Koul (DIN: 10963815), as the Managing Director of the Company on a continuous basis for a term of 5 (five) years effective from 3rd November, 2025 up to 2nd November, 2030 (both days inclusive), subject to the approval of the Members and such other approvals, as may be necessary.

Mr. Nilesh Koul (52 years) has 28 years of leadership experience across industries ranging from Metals, Construction Materials, Oil and Gas and FMCG. He has worked in leading multinational like Hindalco Industries Limited, British Petroleum, Castrol India Ltd and Lafarge Holcim and held roles in strategy, sales, marketing, manufacturing, digital transformation and led P&Ls across international geographies. His last assignment was as Senior President, CEO Aluminium Downstream in Hindalco Industries Limited. Renowned for driving customer-centric growth and operational excellence, Mr. Nilesh Koul brings deep industry insights and visionary leadership to his roles.

Mr. Nilesh is a graduate from G.B. Pant University and has a Post Graduate Diploma in Business Management (PGDBM) from IIM, Ahmedabad.

Pursuant to the recommendation of the Nomination and Remuneration Committee, and after thorough evaluation, the Board believes that Mr. Nilesh has throughout his career, consistently demonstrated strategic foresight, operational excellence, and a deep understanding of complex business environments. He has successfully led large-scale transformations, driven sustainable growth, and built high-performing teams across geographies and industries. This cross sectoral expertise positions him uniquely to steer the Company through its next phase of growth, innovation and value creation. The Board also believes that his leadership will significantly contribute to the strengthening of the long-term vision of the Company.

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Presently, Mr. Nilesh Koul is on the Board of Aerospace India Association. Mr. Nilesh Koul does not hold by himself or through any other person on a beneficial basis, any shares in the Company.

During his tenure, Mr. Nilesh Koul shall be entitled to receive the following remuneration subject to revision from time to time (annually and/or otherwise), by the Nomination and Remuneration Committee and the Board of Directors at its discretion, subject to the revised remuneration being within the overall limits of the Act read with Schedule V thereto and other applicable provisions under the Act or any statutory modification(s) or re- enactment thereof, as may be applicable, for the time being in force:

1. Basic Salary: Rs. 22,50,000/- per month
2. Customized Allowance Pool: Rs. 23,71,775/- per month
3. One-time joining bonus: Rs. 1,50,00,000/-
4. Long Term Incentive Plan (LTIP): Rs. 9,00,00,000/- (Payout - Rs. 3,00,00,000/- in July, 2027 and Rs. 6,00,00,000/- in July, 2028)
5. In addition to the above remuneration, Mr. Nilesh Koul shall be entitled to the following:
 - (i) Personal accident insurance, encashment of leave at the end of the tenure of service, club fees, medical insurance and privilege leave on full pay and allowance etc. in accordance with the Rules of the Company and as may be determined by the Nomination and Remuneration Committee / Board of Directors of the Company from time to time.
 - (ii) Subject to any statutory ceiling, Mr. Nilesh Koul may be given any other allowance, performance bonus/incentive, perquisites, benefits and facilities as the Nomination and Remuneration Committee/ Board of Directors of the Company may from time to time decide.
 - (iii) Valuation of perquisites shall be done as per the Income Tax Rules, wherever applicable. In absence of any such rule, the perquisites shall be evaluated at actual cost.
 - (iv) Company's contribution to the Provident Fund as per the policy of the Company
 - (v) Gratuity Pay: In accordance with the policy of the Company.
6. General Exemption: Company's contribution to Provident Fund, Gratuity payable and Leave encashment at the end of the tenure shall not be included in the computation of the ceiling on Remuneration under Schedule V of the Companies Act, 2013.

Provisions of cars with driver wages for use on Company's business and telephone will not be considered as perquisites. Personal long-distance calls and use of cars for private purpose shall however be billed by the Company.

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Payment of the above remuneration to Mr. Nilesh Koul has been recommended by the Nomination and Remuneration Committee of the Board duly held on 3rd November, 2025 and will be in accordance with provisions of Sections 196 and 197 of the Act read with Schedule V to the Act, as amended, as applicable.

The terms and conditions of the said appointment may be altered and varied from time to time by the Nomination and Remuneration Committee and Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to Mr. Nilesh Koul in accordance with the provisions of the Act or any amendment made therein or with approvals as may be deemed necessary in this regard.

Neither Mr. Nilesh Koul nor any of his relatives have any interest in the capital of the Company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures, and does not have direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last 2 (two) years before or on or after the date of appointment. Mr. Nilesh Koul possesses post graduate level qualification with expertise and specialized knowledge in the field of his profession.

The Company has received all statutory disclosures / declarations from Mr. Nilesh Koul including his consent in writing to act as director and intimation that he is not disqualified from being appointed as a Director in terms of Section 164 (2) of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

The Agreement w.r.t. the terms and conditions to be executed by the Company with Mr. Nilesh Koul is available for inspection by Members at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 A.M. to 5.00 P.M. till Thursday, 11th December, 2025 (i.e., the last date for e-voting).

Approval of the Members is being sought for appointment of Mr. Nilesh Koul as the Managing Director of the Company as per Item No. 1 of the Notice.

The Board accordingly recommends that the Special Resolution set out in Item No. 1 of the Notice be passed in the best interest of the Company.

Except Mr. Nilesh Koul being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the

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Special Resolution set out at Item No. 1 of the Notice.

As required under Regulation 36 of the SEBI Listing Regulations and SS 2, other requisite information is annexed hereto and forms a part of this Notice.

The Board recommends this Special Resolution as mentioned in Item No. 1 in relation to the appointment of Mr. Nilesh Koul as the Managing Director for the approval by the Members of the Company.

Registered Office
31, Netaji Subhas Road
Kolkata – 700 001

By Order of the Board

CIN: L23109WB1960PLC024602

Place: Kolkata
Date: 3rd November, 2025

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

DISCLOSURES RELATING TO DIRECTORS PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mr. Nilesh Koul
Age/ Date of Birth	30/03/1973 (52 years)
Director Identification Number (DIN)	10963815
Nature of appointment/ re-appointment	Appointment as Managing Director
Qualification(s)	Graduate from G.B. Pant University Post Graduate Diploma in Business Management (PGDBM) from IIM, Ahmedabad

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Experience	<p>Mr. Nilesh Koul has 28 years of leadership experience across industries ranging from Metals, Construction Materials, Oil and Gas and FMCG. He has worked in leading multinational like Hindalco Industries Limited, British Petroleum, Castrol India Ltd and Lafarge Holcim and held roles in strategy, sales, marketing, manufacturing, digital transformation and led P&Ls across international geographies.</p> <p>His last assignment was as Senior President, CEO Aluminium Downstream in Hindalco Industries Limited. Renowned for driving customer-centric growth and operational excellence, Mr. Nilesh Koul brings deep industry insights and visionary leadership to his roles.</p> <p>Professional Experience:</p> <table border="1" data-bbox="456 705 1278 1035"> <tr> <td>Hindalco Industries Limited</td> <td>January, 2021 to October, 2025</td> </tr> <tr> <td>LafargeHolcim</td> <td>June, 2012 to December, 2020</td> </tr> <tr> <td>Pidilite Industries Limited</td> <td>November, 2010 to April, 2012</td> </tr> <tr> <td>British Petroleum / Castrol India Limited</td> <td>May, 1997 to October, 2010</td> </tr> </table> <p>He is also a member of the Board of Aerospace India Association.</p>	Hindalco Industries Limited	January, 2021 to October, 2025	LafargeHolcim	June, 2012 to December, 2020	Pidilite Industries Limited	November, 2010 to April, 2012	British Petroleum / Castrol India Limited	May, 1997 to October, 2010
Hindalco Industries Limited	January, 2021 to October, 2025								
LafargeHolcim	June, 2012 to December, 2020								
Pidilite Industries Limited	November, 2010 to April, 2012								
British Petroleum / Castrol India Limited	May, 1997 to October, 2010								
Justification for appointment, Experience and Expertise in specific functional areas	For details, please refer to the Statement to the Postal Ballot Notice.								
Terms & Conditions of appointment	He shall hold office for a term of 5 (five) years, that is from 3 rd November, 2025 up to 2 nd November, 2030 (both days inclusive) and his office shall not be liable to retire by rotation.								
Remuneration last drawn (FY 2024-25)	Not applicable								
Remuneration sought to be paid	Details provided in the Statement								
Date of first appointment on the Board	Not applicable								

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Shareholding in the Company including shareholding as a beneficial owner as on date of this notice	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Director / Key Managerial Personnel of the Company
Number of attendance at the Board meeting(s) during the financial year 2025-26	Not Applicable (Appointment effective from 3 rd November, 2025)
List of other Companies (in India) in which Directorships are held as on the date of this Notice	Aerospace India Association
Chairmanships/ Memberships of the Committees of other listed companies as on the date of this Notice	Nil
Listed entities in which the person has resigned in past three years	None

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Place: Kolkata
Date: 3rd November, 2025

By Order of the Board

Kaushik Mukherjee
Company Secretary
(Membership No: F5000)

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