

ANNEXURE – I

Compliance Report on Corporate Governance for the quarter and nine months ended 31st December, 2024

1. **Name of Listed Entity** – PCBL Chemical Limited (For Equity [ISIN – INE602A01031] - NSE Scrip Code: PCBL, BSE Scrip Code – 506590, For Debt [only listed in BSE, ISIN – INE602A07020] – BSE Scrip Code - 975353)
2. **Quarter and nine months ended** – 31st December, 2024

I. Composition of Board of Directors												
Title (Mr./ / Mrs.)	Name of the Director	PAN^s & DIN	Category (Chair person/ Executive / Non-Executive/Independent/ Nominee)	Initial Date Of Appt.	Date of Re-Appt.	Date Of Cessation	Tenure *	Date of Birth	No. of Director Ships in Listed Entities Incl. This Listed Entity [In Reference To Reg 17A]	No. of Independent Director Ships in Listed Entities Incl. this Listed Entity [In Reference To Proviso Reg 17A(1) & Reg 17A(2)]	No. of Memberships in Audit/ Stake holders Committee (s) including this listed entity [Refer Regulation 26(1) of LODR Regulations]	No. of Post of Chairperson in Audit/Stakeholders Committee(s) incl/ this listed entity [Refer Reg 26(1) of Listing Regulations]
Dr.	Sanjiv Goenka	DIN – 00074796	Chairman - Non-Executive Director	30.10.1986	11.07.2023	-	N.A.	29.01.1961	5	-	5	3
Mr.	Kaushik Roy	DIN – 06513489	Managing Director	05.02.2013	Re-appt. as Managing Director of the Company for a further period of 3	-	N.A.	28.03.1965	3	-	1	-

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					years w.e.f. 5 th Feb, 2025, duly appro ved by the shareh olders of the Com Pany Vide its Postal Ballot Dated 21st Dece mber, 2024							
Mr.	Shashwat Goenka	DIN – 0348612 1	Non – Executive Director	1.09. 2014	28.06. 2022	-	N.A.	12.04 1990	5	-	3	1
Mrs.	Preeti Goenka	DIN – 0519906 9	Non – Executive Director	27.07. 2018	28.08. 2024	-	N.A.	16.07 1962	2	-	-	-
Mrs.	Rusha Mitra	DIN – 0840220 4	Non- Executive- Independ ent Director	08.04. 2021	08.04. 2021	-	8 th April, 2021 – 31 st Dec ember, 2024 = 45 Months	20.03. 1985	7	7	10	3
Mr.	R K Agarwal	DIN – 00416 964	Non- Executive- Independ ent Director	26.07. 2021	26.07. 2021	-	26 th July, 2021 – 31 st Dec ember, 2024, 2024 = 42	28.08 1952	1	1	5	3

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							Months					
Mr.	T.C. Suseel Kumar	DIN – 06453 310	Non-Executive-Independent Director	27.10.2021	27.10.2021	-	27 th October, 2021 – 31 st December, 2024 = 38 Months	01.02.1961	3	3	4	2
Mr.	K Jairaj	DIN – 0187 5126	Non-Executive-Independent Director	08.03.2022	08.03.2022	-	8 th March, 2022 – 31 st December, 2024 = 34 = Months	25.05.1952	4	4	10	4
Dr.	Sethurathnam Ravi	DIN – 00009 790	Non-Executive-Independent Director	15.03.2023	15.03.2023	-	15 th March, 2023 – 31 st December, 2024 = 21 months	12.07.1959	6	6	9	3
Mr.	Umang Kanoria	DIN – 00081108	Non-Executive-Independent Director	09.10.2024	-	-	9 th October, 2024- 31 st December, 2024 = 2.77 Months	02.11.1959	4	2	7	2
		Whether Regular Chairperson appointed – Yes										
		Whether Chairperson is related to the Managing Director or CEO – No										
		<p>\$ PAN of any director would not be displayed on the website of Stock Exchange</p> <p>& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p>										

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	<p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p>NB:- None of the Directors are disqualified. Special Resolutions have been passed w.r.t the appointment/re-appointment of Independent Directors as required under Reg 17(1A) of the SEBI Listing Regulations. Mr. K Jairaj, Dr. Sethurathnam Ravi and Mr. Umang Kanoria, have been appointed/re-appointed vide Special Resolutions dated 8th March, 2022, 15th March, 2023 and 9th October, 2024, respectively.</p>
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II. Composition of Committees					
Name of the Committee	Whether Regular Chairperson appointed	Name of the Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. T.C. Suseel Kumar	Chairman - Non-Executive - Independent Director	08.08.2024	-
		Mr. R K Agarwal	Non-Executive - Independent Director	27.10.2021	-
		Mrs. Rusha Mitra	Non-Executive - Independent Director	08.08.2024	-
		Dr. Sethurathnam Ravi	Non-Executive - Independent Director	08.08.2024	-
2. Nomination and Remuneration Committee	Yes	Mrs. Rusha Mitra	Chairperson - Non-Executive - Independent Director (Appointed as Chairperson w.e.f. 08.08.2024)	21.04.2021	-
		Mr. T C Suseel Kumar	Non-Executive - Independent Director	08.08.2024	-
		Dr. Sethurathnam Ravi	Non-Executive - Independent Director	08.08.2024	-
3. Sustainability and Risk Management Committee	Yes	Mr. Kaushik Roy	Chairman – Managing Director	27.07.2018	-
		Mr. T C Suseel Kumar	Non-Executive - Independent Director	26.10.2022	-
		Dr. Sethurathnam Ravi	Non-Executive - Independent Director	08.08.2024	-

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		Mr. R K Agarwal	Non-Executive - Independent Director	08.08.2024	
4. Stakeholders Relationship Committee	Yes	Mrs. Rusha Mitra	Chairperson - Non-Executive - Independent Director	26.07.2021	-
		Mr. Kaushik Roy	Managing Director	31.01.2018	-
		Mr. K Jairaj	Non-Executive - Independent Director	08.08.2024	-

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of the Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met *	Number of Directors present*	Number of Independent Directors Present*	Date(s) of Meeting in the previous quarter[#]	Maximum gap between any two consecutive (in number of days)
29 th October, 2024	Yes	10	6	8 th August, 2024, 28 th August, 2024, 17 th September, 2024, 23 rd September, 2024	8 th August, 2024 to 28 th August, 2024 = 19 days 28 th August, 2024 to 17 th September, 2024 = 19 days 17 th September, 2024 to 23 rd September, 2024 = 5 days 23 rd September, 2024 - 29 th October, 2024 = 35 days
* to be filled in only for the current quarter meetings					

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IV. Meetings of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met* (details)	Number of Directors present*	Number of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee	29 th October, 2024	Yes, quorum was present. Members present in the Meeting were – Mr. T C Suseel Kumar, Mr. R K Agarwal, Mrs. Rusha Mitra and Dr. Sethurathnam Ravi	4	4	8 th August, 2024, 17 th September, 2024 23 rd September, 2024	8 th August, 2024 to 17 th September, 2024 = 39 days 17 th September, 2024 to 23 rd September, 2024 = 5 days 23 rd September, 2024 - 29 th October, 2024 = 35 Days
Nomination and Remuneration Committee	29 th October, 2024	Yes quorum was present. Members present in the Meeting were – Mrs. Rusha Mitra, Mr. T C Suseel Kumar and Dr. Sethurathnam Ravi	3	3	8 th August, 2024, 28 th August, 2024	8 th August, 2024 to 28 th August, 2024 = 19 days 28 th August, 2024 - 29 th October, 2024 = 61 Days
Stakeholders Relationship Committee	-	-	-	-	8 th August, 2024	N.A
Sustainability and Risk Management Committee	-	-	-	-	8 th August, 2024	N.A.
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.						
** to be filled in only for the current quarter meetings.						

V. Affirmations	
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

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- 2015
- a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Sustainability and Risk management Committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.
 4. The Meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

For **PCBL Chemical Limited**

Kaushik Mukherjee
Company Secretary & Chief Legal Officer

Note: - Information at Table I and II above need to be necessarily given in 01st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by listed entity and instead a statement “same as previous quarter” may be given.

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	5
No. of investor complaints disposed off during the Quarter	5
No. of investor complaints those remaining unresolved at the end of the Quarter	0

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C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED COMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	Assistant Commissioner of Customs, Custom House, Mundra	Issuance of Order-in-Original No. MCH/446/DC/LD/Gr. 3/2024-25 dated 27-09-2024 demanding Rs. 1,65,290 as differential duty on account of IGST u/s 28(4) of the Customs Act, 1962 along with applicable interest u/s 28AA of the Customs Act, 1962 and penalty of Rs. 1,65,290 u/s 114A of the Customs Act, 1962.	17th October, 2024	Short payment of IGST against Bill of entry no. 9485002 dated 09-01-2019	No material impact on the financial, operation or other activities of the Company.
2.	Senior Enforcement Officer, Enforcement Sq. No. 1,	Issuance of Form GST DRC-07 bearing reference no. ZD3212240043261 dated 06.12.2024	10th December, 2024	Imposition of Tax and Penalty to INR 90,148/- each alleging contravention of	No material impact on the financial, operation or other activities of the Company.

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	State Goods and Services Tax Department, Perumanoor, Ernakulam - 682015	communicating the Order No. VCR/GST/II/101/19-20 dated 19.11.2024 towards confirming a demand of tax of Rs. 90,148/- and penalty of Rs. 90,148/- under Section 129(1)(b) of the Central Goods and Services Tax Act, 2017.		Rule 138A of the Central Goods and Services Tax Act, 2017 with regard to receipt of imported goods during FY 19-20	
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E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				

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