

25<sup>th</sup> September, 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.,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**NSE Scrip Code: PCBL**

**BSE Scrip Code: 506590**

Dear Sir,

**Sub: Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Proceedings of the 64<sup>th</sup> Annual General Meeting (AGM) held on Monday, the 15<sup>th</sup> day of September, 2025**

Further to our letter dated 15<sup>th</sup> September, 2025, we are pleased to enclose herewith a copy of the proceedings of the 64<sup>th</sup> AGM of the Company held on Monday, the 15<sup>th</sup> day of September, 2025 held through Video Conferencing / Other Audio Visual Means (OAVM) facility. The same is also being uploaded on the Company's website at [www.pcblttd.com](http://www.pcblttd.com) .

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,  
For **PCBL Chemical Limited**

Kaushik 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.pcblttd.com | **CIN:** L23109WB1960PLC024602

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

## **PCBL CHEMICAL LIMITED**

Minutes of the proceedings of the Sixty-fourth Annual General Meeting (AGM) of the Members of PCBL Chemical Limited held on Monday, the 15<sup>th</sup> day of September, 2025 which commenced at 10:30 A.M. (IST) and concluded at 11:10 A.M. (IST) through Video Conferencing (“VC”) facility.

### **PRESENT**

#### **DIRECTORS**

DR. SANJIV GOENKA – CHAIRMAN  
MR. KAUSHIK ROY – MANAGING DIRECTOR  
MR. SHASHWAT GOENKA  
MRS. PREETI GOENKA  
MRS. RUSHA MITRA  
MR. R K AGARWAL  
MR. T C SUSEEL KUMAR  
MR. K JAIRAJ  
DR. S RAVI  
MR. UMANG KANORIA

**COMPANY SECRETARY &  
CHIEF LEGAL OFFICER** : MR. KAUSHIK MUKHERJEE

**CHIEF FINANCIAL OFFICER** : MR. RAJ KUMAR GUPTA

An aggregate of 95 Members attended the Meeting out of which 89 Members attended the Meeting through VC/OAVM facility and 6 Members were represented by their authorized representatives at the Meeting through the afore-mentioned VC/OAVM facility.

Representatives of the Statutory Auditors and the Secretarial Auditors were also present in the Meeting.

### **CHAIRMAN**

Dr. Sanjiv Goenka, Chairman of the Board was in the Chair in accordance with Article 66 of the Articles of Association of the Company.

The Chairman informed that the Annual General Meeting was being held through Video Conferencing. The Company had also provided live webcast of the proceedings of the Meeting.

The Chairman further informed that in case of any connectivity problem for him at any point of time, as per decision of the Board of Directors of the Company, Mr. Kaushik Roy, Managing Director or failing him Mr. T.C Suseel Kumar, Non-Executive Independent Director would conduct rest of the proceedings of the Meeting.

### **QUORUM**

Necessary quorum being present, the Chairman declared the Meeting open and welcomed the Members.

## **REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, STATUTORY AUDIT REPORT AND SECRETARIAL AUDIT REPORT**

The Register of Directors and Key Managerial Personnel of the Company maintained pursuant to Section 170 of the Companies Act, 2013 and Report of the Statutory Auditors and the Secretarial Auditors, copies whereof were part of the Integrated Report for the year 2024-25 and other necessary documents, required to be available during the AGM were available for inspection at NSDL's website.

### **BRIEFING ABOUT THE RULES**

The Company Secretary greeted the Members and briefed them about some basic rules relating to the AGM. He informed that the Company had provided the Members the facility to cast their votes electronically, on all the 5 Items of business set forth in the Notice through Remote e-voting prior to the AGM and through e-voting system during the AGM using the platform provided by National Securities Depository Limited ("NSDL"). The said facility of Remote e-voting commenced at 9:00 A.M. (IST) on Friday, 12<sup>th</sup> September, 2025 and concluded at 5:00 P.M. (IST) on Sunday, 14<sup>th</sup> September, 2025. Further, on 15<sup>th</sup> September, 2025, the day of the 64<sup>th</sup> AGM, the facility of e-voting was also provided by the Company to its Members present through VC/OAVM facility, who did not cast their votes through Remote e-voting. Mr. Anjan Kumar Roy, Practising Company Secretary, (Membership No. – FCS 5684) was appointed as the Scrutinizer to scrutinize the Remote e-voting process prior to the AGM and through e-voting system during the AGM in a fair and transparent manner and he had joined the Meeting. Also, Mr. J.P Yadav had joined the Meeting as representative of Statutory Auditors, M/s. S R Batliboi & Co, LLP.

It was further informed by the Company Secretary that there would be no voting by show of hands. No result would be declared at the Meeting. He also informed that the Company had received requests from some Members to pre-register themselves as speakers at the Meeting and accordingly, they would be invited to ask questions or express their views when their names are called out by the Chairman after all the 5 AGM Resolutions are taken up. Members were requested to keep their questions/suggestions brief. Company Secretary then requested the Chairman to conduct rest of the proceedings of the Meeting.

### **NOTICE**

The Chairman then took up the formal proceedings of the AGM. The Notice dated 29<sup>th</sup> April, 2025 convening the 64<sup>th</sup> Annual General Meeting (AGM) together with Financial Statements and Boards' Report, were taken as read with the consent of the Members present.

### **CHAIRMAN'S SPEECH**

Chairman then addressed the Members and said that this year has been a mixed year and truly transformative for the Company as the Company embarked upon a phase of high growth and high expansion. He also deliberated upon the performance of the Company and said that the Company delivered high revenues, EBITDA and operational PBT. He also said that there are several other projects which are under implementation including the nano-silicon plant, a pilot plant at Palej. He further added by saying that expansions are also going on in the chemical business and specialty black business of the Company. He further stated that over the period of next 3 to 4 years, the Company shall be looking at a period of high growth and a period where the Company would be increasing its revenues and profits significantly. He also said that the Company will be focusing very strongly on operational excellence. He concluded by saying that he is confident in the path that the Company has chosen and the Company shall not only strive but achieve to become the leader in the world pecking order.

## **AGENDA ITEMS**

The Chairman then took up the Agenda items as mentioned in the Notice and moved the following Resolutions:

### **Resolution No. 1 (As an Ordinary Resolution)**

“Resolved that the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the reports of the Board of Directors and the Auditors thereon, and the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

### **Resolution No. 2 (As an Ordinary Resolution)**

“Resolved that the Interim Dividend @ 550% (i.e. Rs. 5.50/- per share on 37,74,62,604 Equity Shares) paid to the Company’s shareholders for the Financial Year ended 31<sup>st</sup> March, 2025, be and is hereby noted and confirmed.”

### **Resolution No. 3 (As an Ordinary Resolution)**

The Chairman requested Mr. Kaushik Roy, Managing Director of the Company for conducting Item No. 3 of the Notice as the same involved the re-appointment of Mr. Shashwat Goenka.

Mr. Kaushik Roy then moved the following Ordinary Resolution.

“Resolved that in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the Articles of Association of the Company, Mr. Shashwat Goenka (DIN: 03486121), who retires by rotation as a Director at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

Mr. Kaushik Roy thereafter requested the Chairman, Dr. Sanjiv Goenka to conduct the rest of the proceedings of the Meeting.

The Chairman then moved the following Resolutions.

### **Resolution No. 4 (As an Ordinary Resolution)**

“Resolved that pursuant to the provisions of Section 204 of the Companies Act, 2013 (“**the Act**”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) as amended from time to time (including circulars issued thereunder and any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/S. Anjan Kumar Roy & Co., Company Secretaries (Firm Registration Number: S2002WB051400), who have confirmed their eligibility as per requirements of Regulation 24A of the SEBI Listing Regulations, be and is hereby appointed as the Secretarial Auditor of the Company, for undertaking the Secretarial Audit of the Company for a term of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30 and issue the

necessary Secretarial Audit Report and Secretarial Compliance Report for the aforesaid period, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.”

Resolved further that, the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to take all decisions, including finalizing the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this Resolution.”

#### **Resolution No. 5 (As an Ordinary Resolution)**

Resolved that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the remuneration of Rs. 5,50,000/- (plus applicable goods and services tax and re-imbursment of actual travel and out of pocket expenses incurred in connection with the cost audit) to be paid to M/s. Shome & Banerjee, Cost Accountants, the Cost Auditors of the Company, having Firm Registration Number: 000001, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the Financial Year ending 31 March, 2026, be and is hereby ratified and confirmed.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary proper or expedient for the purpose of giving effect to this Resolution.”

#### **MEMBERS' VIEWS/QUERIES**

The Chairman then invited the Members who had pre-registered themselves as speakers in the order in which they had pre-registered. The Members raised their queries mainly relating to the recent changes in US tariff on imported goods and how they will affect the Company's export business and overall financial performance; the AI tools or technologies that the Company is currently implementing or planning to implement and how does the Company expect AI to improve its operational efficiency, productivity or decision making; incorporation of the environmental, social and governance considerations into the Company's business strategy; research and development initiatives and any new products or technologies being developed by the Company; steps for improvement in operational efficiency; any specific applications for Nanovace's nanosilicon technology in the energy storage industry and the timeline for commercialization of the same; and any plans for further expansion or diversification through merger and acquisitions.

Chairman replied to the queries/comments comprehensively.

#### **CONCLUDING REMARKS**

The Chairman informed the Members that the Voting Results along with the Scrutinizer's Report will be made available to the Stock Exchanges within 2 working days from the date of the AGM

and will be posted on the website of the Company at [www.pcblltd.com](http://www.pcblltd.com) and on the website of NSDL, the authorized agency for providing the e-voting facility.

The Chairman, thereafter, thanked the Members for attending the 64<sup>th</sup> Annual General Meeting and declared the 64<sup>th</sup> AGM closed.

### **DECLARATION OF VOTING RESULTS**

On the basis of the Scrutinizer's Report on the 'Remote Electronic Voting' and 'Electronic Voting at the Meeting' submitted to the Chairman/Managing Director/Company Secretary, the results in respect of the Resolutions passed in the 64<sup>th</sup> AGM of the Company, held on 15<sup>th</sup> September, 2025 through Video Conferencing facility, were as follows:-

**Item No. 1: ORDINARY RESOLUTION** – (Adoption of Audited Standalone and Consolidated Financial Statements and Reports of Board of Directors and Auditors of the Company for the financial year ended 31<sup>st</sup> March, 2025)

<b>Votes in Favour of the Resolution</b>		<b>Votes Against the Resolution</b>		<b>Invalid votes</b>	<b>Remarks</b>
<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	
23,85,80,559	99.9990	2,492	0.0010	Nil	Passed with requisite majority

**Item No. 2: ORDINARY RESOLUTION** – (To take on record the payment of Interim Dividend for the financial year ended 31<sup>st</sup> March, 2025)

<b>Votes in Favour of the Resolution</b>		<b>Vote Against the Resolution</b>		<b>Invalid votes</b>	<b>Remarks</b>
<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	<b>% of total number of valid votes</b>	<b>Nos.</b>	
23,87,24,974	99.9985	3,542	0.0015	Nil	Passed with requisite majority

**Item No. 3: ORDINARY RESOLUTION** - (Re-appointment of Mr. Shashwat Goenka [holding DIN 03486121] as a Non-Executive Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
23,82,93,890	99.8211	4,27,050	0.1789	Nil	Passed with requisite majority

**Item No. 4: ORDINARY RESOLUTION** - (Appointment of M/S. Anjan Kumar Roy, Company Secretaries as Secretarial Auditors of the Company and fixation of remuneration thereof)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
23,87,13,754	99.9985	3,492	0.0015	Nil	Passed with requisite majority

**Item No. 5: ORDINARY RESOLUTION** - (Ratification of remuneration payable to M/s. Shome & Banerjee, Cost Auditors of the Company for financial year ending 31<sup>st</sup> March, 2026)

Votes in Favour of the Resolution		Vote Against the Resolution		Invalid votes	Remarks
Nos.	% of total number of valid votes	Nos.	% of total number of valid votes	Nos.	
23,87,19,162	99.9987	3,128	0.0013	Nil	Passed with requisite majority

The aforesaid voting results were made available within 2 working days from the date of the AGM and was posted on Company's website at [www.pcbltd.com](http://www.pcbltd.com).

**SD/-  
S. GOENKA**

**CHAIRMAN**