

PODDAR PIGMENTS

Ref : PPL/JPR/SECT/22-23

Dated : 6th September, 2022

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Company Code : 524570

Company Symbol : PODDARMENT

Sub: Submission of Annual Report for the Financial Year 2021-22

Dear Sir(s)/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the Financial Year 2021-22.

We hope you will find the above in order.

Thanking you,

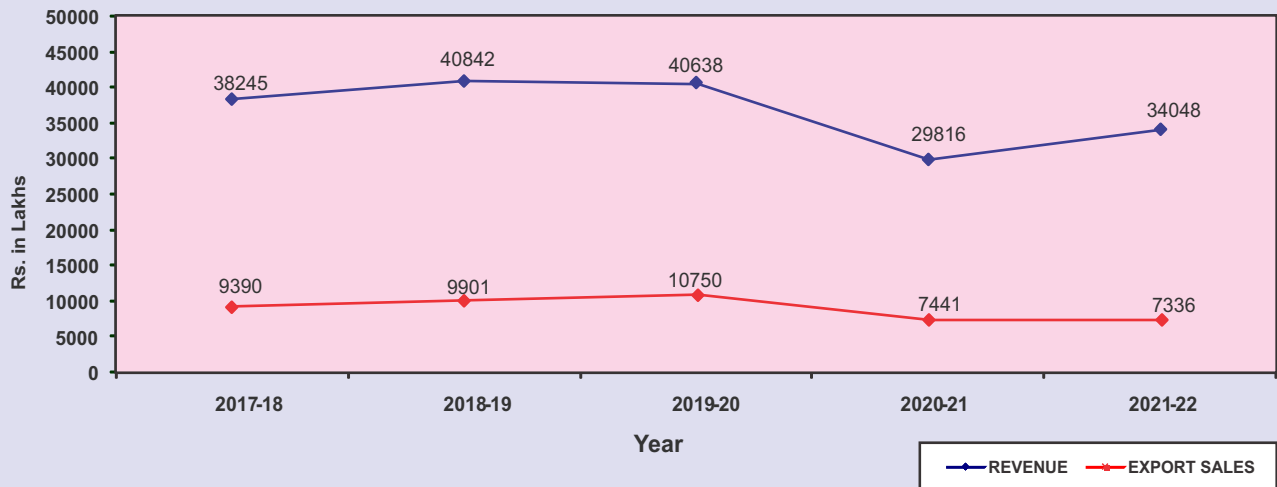
Yours faithfully,
For Poddar Pigments Limited


(Navin Jain)
AVP (Legal) & Company Secretary

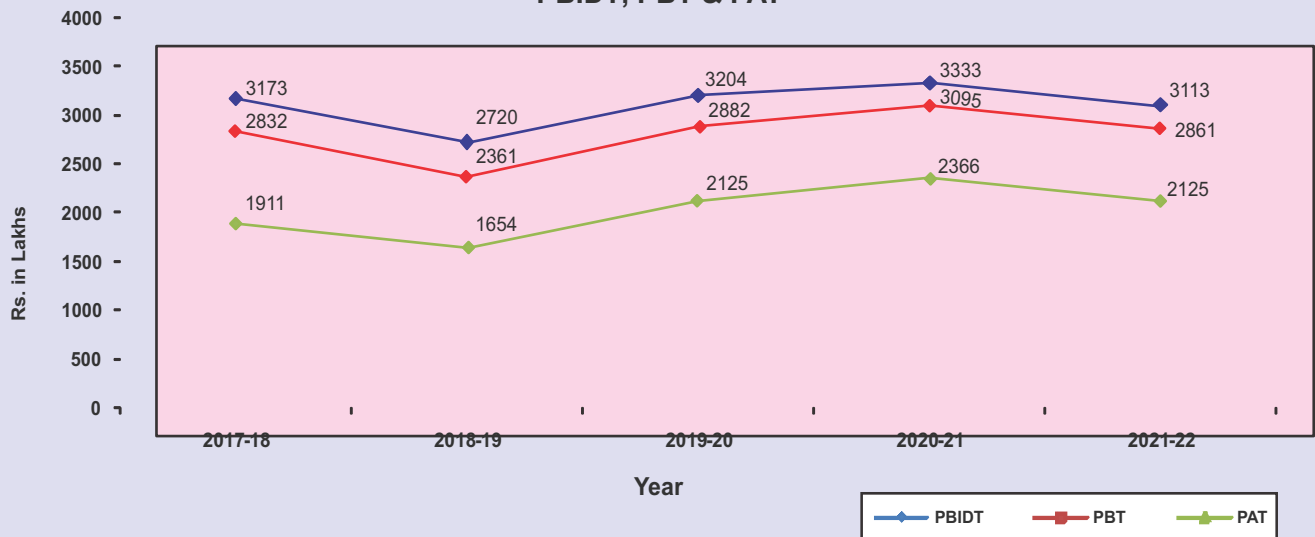
Encl: As above



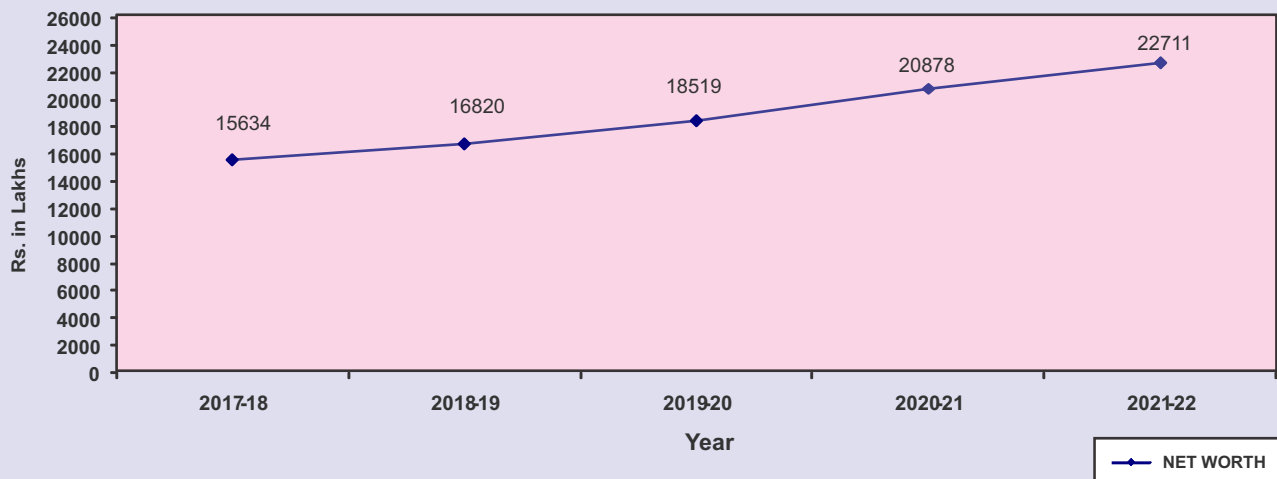
GROSS REVENUE RECEIPTS & EXPORT



PBIDT, PBT & PAT



NET WORTH





Board of Directors



Shri Shiv Shankar Poddar, MD



Shri Gaurav Goenka, JMD



Smt. Mahima P. Agarwal, NED



Shri N. Gopalaswamy, ID



Shri M. K. Sonthalia, ID



Shri M. Mahadevan, ID



Smt. Lalitha Kumaramangalam, ID



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BOARD OF DIRECTORS

Shri S.S. Poddar, Managing Director
Shri Gaurav Goenka, JMD
Smt. Mahima P. Agarwal, NED
Smt. Lalitha Kumaramangalam, ID
Shri M.K. Sonthalia, ID
Shri N. Gopalaswamy, ID
Shri M. Mahadevan, ID

AUDITORS

M/s. M. L. Garg & Company
Chartered Accountants
New Delhi

BANKERS

State Bank of India
Punjab National Bank
ICICI Bank
HDFC Bank

REGISTERED OFFICE & WORKS-SITAPURA

E-10-11 & F-14 to 16, RIICO Industrial Area
Sitapura, Jaipur-302 022 (Rajasthan)
CIN: L24117RJ1991PLC006307
Telephone Number: 0141-2770202- 203

WORKS-CHAKSU

Greater Sitapura Industrial Park,
National Highway 12 (Jaipur-Tonk Road),
Village - Brijpura (Chaksu),
Jaipur - 303901
Email Address: jaipur@poddarpigmentsltd.com
Website address: www.poddarpigmentsltd.com

CORPORATE OFFICE

Rosy Tower, 3rd Floor, 8, M.G. Road,
Nungambakkam,
Chennai - 600034



NOTICE

NOTICE is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of the members of Poddar Pigments Limited ("Company") will be held **ON THURSDAY, 29TH SEPTEMBER, 2022 AT 11.00 A.M.** at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022, to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To declare Dividend on Equity Shares for the financial year 2021-22.
3. To appoint a Director in place of Smt. Mahima Poddar Agarwal (DIN: 03588809), a Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. K. N. Gutgutia & Co., Chartered Accountants as statutory auditors of the Company and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration Number: 304153E), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s. M. L. Garg & Company, Chartered Accountants, the retiring Auditors) for the first term of five consecutive years, who shall hold office from the conclusion of this 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in the year 2027, at such remuneration plus reimbursement of out of pocket expenses etc. as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing of the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS:

5. To ratify the remuneration of Cost Auditors for the financial year 2022-23 and in this regard, to consider and if thought fit, to pass 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) excluding all taxes to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2022-23, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to the resolution."

6. Power to borrow money and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company, to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500 crores (Rupees Five Hundred crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from



time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds, and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

7. Power to create charges on the movable and immovable properties of the company, both present and future, in respect of borrowings and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for creation of charge/ mortgage/pledge/hypothecation/ security in addition to existing charge/mortgage/pledge/hypothecation/ security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company including deferred sales tax loans availed/to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the

Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/ Agency(ies) representing various state government and/ or other agencies etc. in respect of the said loans/ borrowings/debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/ Trustee(s)/State Government(s)/Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior/ pari-passu/subservient with/to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents/deeds writings/papers/agreements as may be required and to do all such acts, deeds, matters, and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

Registered Office: By order of the Board of Directors
E-10,11 & F-14 to 16, **For Poddar Pigments Limited**
RIICO Industrial Area, Sitapura,
Jaipur- 302 022
Tel: 91-141-2770202/203
E-mail: jaipur@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

S/d
Navin Jain
AVP (Legal) &
Company Secretary

Place : Chennai

Date : 31st July, 2022



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR 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 shareholder.

2. The Explanatory Statement setting out the material facts under Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Ordinary and Special Businesses as set out under Item Nos. 4, 5, 6 and 7 of the accompanying notice is annexed to this notice.
3. Pursuant to Section 152 and other applicable provisions of the Act, only the Non-Independent Directors would be reckoned for the purpose of retirement by rotation. Accordingly, Smt. Mahima Poddar Agarwal (DIN: 03588809), Non-Executive Non-Independent Director, is retiring by rotation and being eligible, offers herself for re-appointment. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are annexed to this notice. Requisite declarations have been received from the Director seeking re-appointment.
4. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at the meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice of such intention to inspect is given in writing to the Company.
5. The route map of the venue of the meeting is annexed to this notice. The prominent landmark for easy location of the venue of the meeting is Poddar Circle, Opposite

JECC, Sitapura, Jaipur.

6. A Proxy shall not have the right to speak at the AGM and shall not be entitled to vote, except on a Poll/through ballot paper.
7. In case of joint holders attending the AGM, only such joint holder who are higher in the order of names will be entitled to vote.
8. Members, proxies and authorised representatives, desirous of attending the AGM, must bring the attendance slip (annexed herewith) to the AGM duly completed and signed, and hand over the same at the venue entrance.
9. Corporate Members/Institutional Investors (i.e. other than individuals, HUF's, NRI's, etc.) who are intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the 31st AGM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at patnibl@yahoo.com with a copy marked to njain@poddarpigmentsltd.com, latest by Wednesday, 28th September, 2022 upto 5:00 P.M. Corporate Members/Institutional shareholders 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.
10. The voting rights of the members shall be in proportion to their shareholding of the paid-up share capital of the Company as on the cut-off date for e-voting i.e. Thursday, 22nd September, 2022. Any person/entity, who acquires shares of the Company and becomes a member after sending notice of this AGM and holding shares of the Company as on cut-off date for e-voting i.e. Thursday, 22nd September, 2022, may refer to this notice and other relevant communication including remote e-voting instructions, hosted on the Company's website www.poddarpigmentsltd.com.
11. In terms of the provisions of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and this notice are being sent by electronic mode, to those members who have registered their email addresses with their respective depository participants or with the Registrar & Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. However, in case a member wishes to receive a physical copy of the Annual Report, he/she is requested to send an email to jaipur@poddarpigmentsltd.com duly quoting his/her DP



ID and Client ID or the Folio number, as the case may be. The members are requested to kindly register/update their email address and contact details with your Depository Participant.

The Annual Report 2021-22 including notice convening the 31st AGM has been uploaded on the website of the Company at www.poddarpigmentsltd.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The notice of 31st AGM is also available on the website of CDSL at www.evotingindia.com.

12. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022, (both days inclusive) for the purpose of this AGM and for determining the entitlement of members to final dividend for the financial year ended 31st March, 2022, if approved at the AGM. The dividend of Rs. 2.50/- per equity share of Rs. 10/- each (25%), if approved at the AGM, will be paid subject to deduction of tax at source ("TDS") on 18th October 2022, as under:

- (a) To all the beneficial owners as at the end of the day on Thursday, 22nd September, 2022, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) To all members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as on the close of business hours on Thursday, 22nd September, 2022.

Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/demand draft to such members.

13. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the members with effect from 1st April, 2020 and the Company is required to deduct TDS from the dividend paid to the members at prescribed rates under the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, members are requested to complete and/or update their residential status, PAN, and category as per the IT Act with their Depository Participants ("DPs") or in case

shares are held in physical form, with the Company by sending documents.

14. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA - Link Intime India Private Limited, Mumbai-400083 at earliest as possible.
- (a) Form No. ISR-1 duly filled in all respects and signed by the holders stating their name, folio number, complete address with pin code and following details relating to the bank account in which the dividend is to be received: (i) Name and Branch of the Bank; (ii) Bank Account Number & Type allotted by your bank; (iii) 11-digit IFSC Code; and (iv) 9 digit MICR Code.
 - (b) Original copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
 - (c) Self-attested copy of the PAN Card; and
 - (d) Self-attested copy of any other document such as Aadhar Card, Driving Licence, Election Identity Card, Passport in support of the address of the member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/addition/deletion in such bank details. Accordingly, the members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

15. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, the members may note that SEBI has mandated the submission of PAN by every participant in the securities market. For other service requests, members are requested to submit a duly filled and signed Form ISR-1, ISR-2, ISR-3, SH-13, SH-14 as may be applicable.
16. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the members in



respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at www.linkintime.co.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

17. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed form ISR-4.
18. In terms of Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, securities can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Further, the SEBI had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are effected through the depositories without involvement of the Company. Members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited ("Registrar" or "RTA") at rnt.helpdesk@linkintime.co.in for any assistance in this regard.
19. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the 31st AGM. All documents referred to in the notice will also be available for inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e 29th September, 2022. Members seeking to inspect such documents can send an email at njain@poddarpigmentsltd.com.
20. Members are requested to note that, dividends if not

encashed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For further details, please refer to the Corporate Governance Report which is a part of this Annual Report.

21. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. An email ID registration form is annexed to this notice.
22. Registration of email ID and Bank Account details:
 - (a) In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
 - (b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of earlier year dividends, the following instructions to be followed:
 - (i) Kindly log in to the website of the RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank Detail Registration - fill in the details and upload the required documents and submit. OR
 - (ii) In the case of Shares held in Demat mode:
The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the Demat account as per the process followed and advised by the DP.
23. Members are requested to quote their Folio No./Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/RTA.



24. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least ten days before the date of 31st AGM at njain@poddarpigmentsltd.com, so as to enable the management to keep the information ready at the meeting.

25. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members with the facility to cast their votes either for or against on each resolutions outlined in the notice of the 31st AGM using electronic voting system ("remote e-voting"), provided by the Central Depository Services (India) Limited ("CDSL") and the businesses may be transacted through such voting.

Only those members who will be present in the 31st AGM and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through Ballot Paper during the 31st AGM.

The remote e-voting period begins on Monday, 26th September, 2022 (9.00 A.M. IST) and ends on Wednesday, 28th September, 2022 (5.00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. 22nd September, 2022 may cast their votes electronically. The e-voting module shall be disabled thereafter. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice of 31st AGM and holds shares as on the cut-off date i.e. 22nd September, 2022, may obtain the login ID and password by sending a request at jaipur@poddarpigmentsltd.com. However, if a member is already registered with the CDSL for e-voting, then he/she can use the existing user id and password for casting the vote. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the 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



Type of shareholders	Login Method
	period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 or click on https://evoting.cdslindia.com/Evoting/Evoting Login. 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.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting". Under e-Voting services, you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open a 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on the "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on the "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (v) Click on the EVSN for Poddar Pigments Limited.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address jaipur@poddarpigmentsltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders - Please provide necessary details like 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 Company at jaipur@poddarpigmentsltd.com or RTA email id at rnt.helpdesk@linkintime.co.in.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

26. Shri Babu Lal Patni, Practising Company Secretary (Membership No. F2304) has been appointed as the Scrutinizer for the facilitation of a fair and transparent scrutiny of the e-voting and voting at the 31st AGM.
27. The Scrutinizer shall count the votes cast during the 31st AGM and unblock the votes cast through remote e-voting immediately after the conclusion of voting at the 31st AGM. The scrutinizer will thereafter finalise (not later than two working days of the conclusion of the 31st AGM), a consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairperson or a person authorised by him in writing, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.poddarpigmentsltd.com) and the website of CDSL www.evotingindia.com immediately. The result will also be displayed on the notice board of the Company at its Registered Office. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 31st AGM i.e. 29th September, 2022.
28. For any investor related queries, you are requested to email at jaipur@poddarpigmentsltd.com.



EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 7 of the accompanying notice:

Item No. 4

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The members at the twenty-sixth Annual General Meeting ("AGM") of the Company held on 28th September, 2017, had approved the appointment of M/s. M. L. Garg & Co., Chartered Accountants (Firm Registration Number 001604N), as Statutory Auditors of the Company, to hold office till the conclusion of the thirty-first AGM. Accordingly, the existing Auditors would be completing their term of five years at the conclusion of this 31st AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on 31st July, 2022, proposed the appointment of M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E), as the Statutory Auditors of the Company, for first term of five consecutive years from the conclusion of thirty-first AGM till the conclusion of thirty-sixth AGM of the Company to be held in the year 2027, at such remuneration plus reimbursement of out of pocket expenses etc. as may be determined by the Board of Directors of the Company.

The proposed Auditors have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The proposed Auditors have also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. They have also furnished a declaration confirming its independence in terms of Section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the notice for approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution as set out at Item No. 4 of the notice.

Item No. 5

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a Cost Accountant in Practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. K. G. Goyal & Associates, Cost Accountants, (Firm Registration Number 000024) as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2023, at a remuneration of Rs. 60,000/- plus applicable taxes.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31st March, 2023.

The Board recommends the Ordinary Resolution as set out at Item No. 5 of the notice for approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution as set out at Item No. 5 of the notice.

Item No. 6

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public Company, shall not, except with the consent of the shareholders by a special resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves.

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors at its meeting held on 4th May, 2022, proposed and approved the borrowing limit of Rs. 500 Crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013, subject to the approval of members of the Company.

The Board recommends the Special Resolution as set out at Item No. 6 of the notice for approval of the members. None of the Directors and Key Managerial Personnel of the



Company or their relatives is, in any way, concerned or interested in the Resolution as set out at Item No. 6 of the notice.

Item No. 7

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of members of the Company by way of passing Special Resolution.

In order to facilitate securing the borrowing availed/to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the members by way of passing Special Resolution under

Section 180(1)(a) of the Companies Act, 2013, to create charge/mortgage/hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the members from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors of the Company has approved the above proposal at its meeting held on 4th May, 2022, subject to the approval of members of the Company. The Board recommends the Special Resolution as set out at Item No.7 of the notice for approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution as set out at Item No. 7 of the notice.

PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 31ST ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE ICSI:

Particulars	Smt. Mahima Poddar Agarwal
DIN	03588809
Date of Birth and Age	09.11.1974 & 48 Years
Date of Appointment	25.07.2011
Qualifications	B. Arch.
Experience and expertise in specific functional area	Having 21 years' experience in Administrative, Foreign Trade, Taxation & Accounting fields.
Brief Resume	Smt. Mahima Poddar Agarwal, aged about 48 years, is a Non-Executive Non Independent Director and associated with the Company from more than one decade. She has vast experience of more than 21 years in the field of administrative, foreign trade, taxation & accounting and is a relative of Shri S.S. Poddar, Managing Director of the Company.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Daughter of Shri S. S. Poddar, Managing Director
Nature of appointment/re-appointment	Retires by rotation and offers herself for re-appointment.
Terms and Conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Smt. Agarwal was re-appointed as Director, liable to retire by rotation, at the Annual General Meeting held on 30 th September, 2020. She is liable to retire by rotation at this AGM and offers herself for re-appointment.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fee drawn of Rs. 30,000/- in the financial year 2021-22. As Non-Executive Director of the Company, she is entitled to a sitting fee for attending the Board Meetings.



Shareholding in the Company	6,05,000 Equity Shares
The number of meetings of the Board attended during the year	Smt. Mahima P. Agarwal attended 3 meetings out of total 4 Board Meetings held during the year 2021-22.
Directorships held in other public companies (excluding foreign companies and section 25 companies)	Nil
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil

Registered Office:

E-10,11 & F-14 to 16,
RIICO Industrial Area, Sitapura,
Jaipur- 302 022
Tel: 91-141-2770202/203
E-mail: jaipur@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

By order of the Board of Directors
For Poddar Pigments Limited

S/d
Navin Jain
AVP (Legal) & Company Secretary

Place : Chennai

Date : 31st July, 2022

Registration/Updating of Email IDs and Bank Details

Members are requested to support the “Green Initiative” by registering their email address with the Company or Registrar, if not already done.

Those Members who have changed their email ID are requested to register their new email ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to maintain bank details of its members for payment of unpaid dividends, etc. **Members are requested to register/update their bank details with the Company in case shares are held in physical form and with their Depository Participants as well as the Company where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically through ACH/NECS.**



E-MAIL REGISTRATION-CUM-CONSENT FORM

To,
The Company Secretary,
Poddar Pigments Limited,
E-10, 11 & F-14 to 16,
RIICO Industrial Area, Sitapura,
Jaipur-302022

I/ We, the members of the Company do hereby request you to kindly register/update my email address with the Company. I/We, do hereby agree and authorise the Company to send me/us all the communications in electronic mode at the e-mail address mentioned below. Please register the email address/mobile number mentioned below for sending communication through e-mail/mobile.

Folio No..... DP-ID.....Client ID:.....

Name of the Registered Holder (1st):

Name of the joint holder(s) (2nd): (3rd):

Registered Address:

.....

Pin:

Mobile Nos. (to be registered):

Email id (to be registered):

Signature of the Shareholder(s)*

* Signature of all shareholders is required in case of joint holding.



DIRECTORS' REPORT TO THE MEMBERS

Dear Members,

Your Board of Directors are pleased to present the 31st Annual Report of Poddar Pigments Limited ("the Company"), together with the audited financial statements for the year ended 31st March, 2022.

FINANCIAL RESULTS (Summary of key data)

Your Company's financial performance for the year ended 31st March, 2022 is summarised below:

	(Rs. In Lakhs)	
Particulars	2021-2022	2020-2021
Revenue Receipts (Gross)	33590	29452
Other Income	458	364
Total Revenue Receipts including other income	34048	29816
Less: GST	4036	3382
Revenue Receipts including other income (Net)	30012	26434
Profit before Finance Cost, Depreciation & Tax	3112	3334
Less: Finance Cost	38	28
Depreciation	213	211
Profit before tax	2861	3095
Less: - Current Tax	617	775
- Deferred Tax	119	(46)
Profit after tax	2125	2366
Balance brought forward from previous year	666	323
Other Comprehensive income/ (loss) - (Net of Tax) realised/paid	(27)	(15)
Gain on sale of Equity Instrument	-	8
Profit available for appropriations	2764	2682
APPROPRIATION		
Final Dividend on Equity Shares	265	-
General Reserve	1804	2016
Balance Carried to Balance Sheet	695	666

RESULTS OF OPERATIONS AND THE STATE OF THE COMPANY'S AFFAIRS

Key highlights of the Company's financial performance during FY 2021-22 are as follows:

- Revenue from operations (Gross) has increased to Rs.

33,590 Lakhs from Rs. 29,452 Lakhs in the previous year.

- Profit Before Tax has decreased to Rs. 2,861 Lakhs from Rs. 3,095 Lakhs in the previous year.
- Profit After Tax has decreased to Rs. 2,125 Lakhs from Rs. 2,366 Lakhs in the previous year.
- Net Worth of the Company has increased by 8.78 % to Rs. 22,711 Lakhs, excluding OCI.
- Book Value Per Share has increased to Rs. 214 from Rs. 197 in the previous year.
- Market Capitalisation has increased to Rs. 31,533 Lakhs from Rs. 20,525 Lakhs in the previous year.
- Dividend Payout Ratio has increased to 12.48% from 11.21% in the previous year.

OPERATIONAL REVIEW AND STATE OF AFFAIRS

FY 2022 was another challenging year and disrupted the business due to unprecedented volatility in input material prices, shortage of input material, inflationary environment, supply chain disruption and wage inflation & absenteeism along with continued global Covid-19 pandemic situation.

Despite these challenges, Your Company has delivered revenue growth and is returning to near normal operations, even as we continue to navigate the mitigation plans and prioritise customer service over the cost incurred to have long term benefits to the business. However, continued increase in raw material and freight costs and increase in personnel costs has led to a drop-in margins.

During the year, the pandemic continued to disrupt the supply chain across a range of industries. Your Company took timely and proactive measures to ensure the safety of its employees, operations and uninterrupted services to its customers.

CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of the Company's business. Your Company continues to be a leading Masterbatches manufacturer and a world-class partner delivering innovative products.

COVID-19

COVID-19 pandemic triggered a humanitarian crisis globally especially during the second wave. In the first three months of the financial year 2021-22, the second wave of the pandemic overwhelmed India's medical infrastructure. The COVID-19 second wave-related disruptions significantly impacted economic activity during the first quarter. The management took all possible steps to safeguard the health



and safety of its employees and other stakeholders. This response has reinforced customer confidence in our Company and many of them have expressed their appreciation and gratitude for supporting their businesses under the most challenging conditions.

EXPORT

The exports of the Company during the year under review was Rs. 7336 (including export benefits) Lakhs as compared to Rs. 7441 Lakhs recorded during the previous financial year. Your Company is expected to achieve higher export revenues in the years to come.

CHANGE IN SHARE CAPITAL

As on 31st March, 2022, the total paid-up equity share capital of your Company was Rs. 1,061 Lakhs divided into 1,06,10,000 equity shares of Rs.10/- each fully paid-up. During the year under review, there was no change in the share capital of the Company.

TRANSFER TO RESERVES

The Company has transferred an amount of Rs.1803.70 Lakhs to the general reserve of the Company for the financial year ended 31st March, 2022.

DIVIDEND

The Company has a virtuous track record of rewarding its shareholders with a generous dividend pay-out. In view of the Company's operational and financial performance during the year under review, the Board of Directors is pleased to recommend a final dividend of Rs. 2.50 per equity share (25%) of the face value of Rs.10/- each, for the year ended 31st March, 2022. The final dividend on equity shares, if approved by the members, would involve a cash outflow of Rs. 265.25 Lakhs. The dividend, if declared, by the members at the 31st Annual General Meeting will be paid to all the eligible members by 18.10.2022.

CAPEX AND LIQUIDITY

The Company incurred capital expenditure of Rs. 78.79 Crore for the newly set-up project at Chaksu, Jaipur, which has been funded through internal accruals. During the financial year under review, the Company managed its liquidity situation in a strong manner.

COMMENCEMENT OF NEW UNIT

The new project of the Company has been set-up at Greater Sitapura Industrial Park, National Highway 12 (Jaipur-Tonk Road), Village-Brijpura, (Chaksu), Jaipur-303901, Rajasthan and has commenced commercial production on 23rd March, 2022. This unit has been set up to manufacture Additive & Colour Masterbatches and Engineering Plastic Compounds. The total installed capacity of the Company will get enhanced

from 14400 metric tons per annum to 18000 metric tons per annum. However, it depends upon specific product mixes and may vary with changes in the product mix.

MARKETING

The sales and marketing teams of the Company have garnered a deep understanding of customers' changing preferences and requirements, enabling Your Company to maximise capacity utilisation through better product mix and driving efficiency in the supply chain by reinvigorating the supply network. Our innovative marketing initiatives and various programs provide better customer connect and reach, and higher realisations. This operational efficiency enables us to generate positive cash flows from operations. Your Company will continue to seek new markets while consolidating its hold over existing customers.

RESEARCH AND DEVELOPMENT

Research & Development has been a key driver of your Company's growth. Your Company has, over the years, invested significantly in its Research & Development (R&D) facility, as a key source of sustainable competitive advantage. The in-house R&D division of Your Company, located at Sitapura plant, is recognized by the Department of Science and Industrial Research (DSIR), Government of India. Details are appended to Annexure-I of this Report.

Your Company considers R&D as an essential tool in developing innovative products and maintaining its technical advantage over competitors. R&D is central to achieving excellence in product quality with improved processes and optimization of available resources.

Your Company makes continuous efforts to adopt and implement new technologies and to improve the product-mix/processes, to create higher value items at lower costs, to widen its range of new generation masterbatches and to facilitate the production of customised products. It strives to leverage modern advances in science and technology and blend the same with classical concepts of product development.

QUALITY INITIATIVES

Your Company has established various quality initiatives to meet or exceed the expectations of its customers. It has invested in various pilot plants and state-of-the-art testing equipment to carry out all relevant tests for Masterbatches, which support the smooth running of the customers' production processes.

Your Company receives continuous feedback through close interaction with your Company's customers and independent laboratories, which it takes on board for the continued optimization of its products and processes.



SUBSIDIARY COMPANY/JOINT VENTURE

During the financial year 2021-22, the Company does not have any subsidiary, joint venture or associate Company.

STAR EXPORT HOUSE STATUS AND CRISIL RATING

Sustained exports have enabled your Company to maintain its Two Star Export House Status under the Foreign Trade Policy 2015-2020.

Your Company's Credit Rating is A/Stable/A1, assigned/reaffirmed by CRISIL for its working capital borrowings, which signifies a strong degree of safety with regard to timely payments.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Mahima Poddar Agarwal (DIN : 03588809), Non-executive Non Independent Director is retiring by rotation at the ensuing Annual General Meeting (AGM), and being eligible, offers herself for re-appointment. The Board recommends her re-appointment. A detailed profile of Smt. Mahima Poddar Agarwal with additional information required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings is provided in the Notice of AGM.

During the year, Shri M. Mahadevan (DIN : 00786991) was re-appointed as an Independent Director of the Company for a period of five years i.e. upto 31st March, 2026 by passing a special resolution in the Annual General Meeting ("AGM") held on 8th September, 2021. Shri Gaurav Goenka, Joint Managing Director was re-appointed with remuneration for the period from 1st April, 2022 to 30th September, 2024 in the AGM held on 8th September, 2021.

Shri R.K. Sureka (DIN: 00058043), Director and CEO has resigned with effect from 1st August, 2021. The Board places on record a note of appreciation for the valuable services rendered by him during his long association with the Company.

All Independent Directors have given the declaration that they meet the criteria of independence laid down under Section 149 of the Companies Act, 2013 and the Listing Regulations. Every Independent Director of the Company has affirmed that they have registered themselves under Independent Director Database and they have passed the online proficiency test as may be required or applicable to them individually.

The Company has received the declaration from all the Independent Directors confirming that in terms of Regulation 25(8) of the Listing Regulations, they are not aware of any circumstances or situation, which exist or may be reasonably

anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. In terms of Regulation 25(9) of the Listing Regulations, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the Listing Regulations by the Independent Directors of the Company.

In the Board's opinion, the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons are the Key Managerial Personnel (KMP) of the Company:

1. Shri Shiv Shankar Poddar - Managing Director
2. Shri Gaurav Goenka - Joint Managing Director
3. Shri B. K. Bohra - Chief Financial Officer
4. Shri Navin Jain - AVP (Legal) & Company Secretary

During the year under review, Shri R.K. Sureka (DIN: 00058043), Director and CEO has resigned with effect from 1st August, 2021.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

At the time of appointment of an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the role, functions, duties and responsibilities expected from him/her as an Independent Director of the Company. The Company's management makes business presentations periodically to familiarise Independent Directors with the strategy, operations and functioning of the Company. Such presentations help them to understand the Company's strategy, competitive landscape, business model, operations, product offerings, markets, organisation structure, finance, human resources, technology, quality, facilities, risk management and such other areas as may be relevant for their familiarisation from time to time. These interactions provide them with a holistic perspective of the Company's business and regulatory framework. The details of familiarisation programmes imparted to the Independent Directors are available on the website of the Company www.poddarpigmentsltd.com.

NOMINATION AND REMUNERATION POLICY

Your Company has formulated a Nomination and Remuneration Policy governing the appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel of the Company. This Policy of the Company provides a performance driven and market-



oriented framework to ensure that the Company attracts, retains and motivates high quality executives who can achieve the Company's goals, while aligning the interests of employees, shareholders and all stakeholders in accordance with the Company's values and beliefs. The terms of reference of the Nomination and Remuneration Committee includes formulation of criteria for determining qualifications, positive attributes and independence of Directors. The Company's Nomination and Remuneration Policy is available on the website of the Company www.poddarpigmentsltd.com.

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

In terms of the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has formulated the criteria for determining the qualifications, positive attributes and independence of the Directors. The key features are as follows:

- **Qualifications** - The Board nomination process encourages diversity of thought, experience, knowledge, age and gender. It also ensures that the Board has an appropriate combination of functional and industry expertise.
- **Positive Attributes** - Apart from the duties of Directors as prescribed in the Companies Act, 2013, the Directors are expected to demonstrate high standards of ethical behaviour, communication skills and independent judgement. The Directors are also expected to abide by the respective Code of Conduct as applicable to them.
- **Independence** - A Director will be considered independent if he/ she meets the criteria laid down in Section 149(6) of the Companies Act, 2013, the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NUMBER OF MEETINGS OF THE BOARD

Regular meetings of the Board and its Committees are held to discuss and decide on various business policies, strategies, financial matters and other businesses. The schedule of the Board/Committee Meetings to be held in the forthcoming financial year is prepared and circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings. The intervening gap between the Meetings are within the period prescribed under the Companies Act, 2013. During the year, four (4) Board Meetings were convened and held, the details of which are given in the Report on Corporate Governance, which

forms a part of the Annual Report. All recommendations made by the Audit Committee were duly accepted by the Board during the financial year 2021-22.

BOARD'S COMMITTEES

The Company has the following five (5) Committees, which have been established in compliance with the requirements of the business and relevant provisions of applicable laws and statutes:

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Corporate Social Responsibility Committee;
4. Nomination and Remuneration Committee; and
5. Performance Evaluation Committee.

Details of the composition of the committees, the number of meetings held and attendance of Committee members thereof during the financial year, etc. are given in the Report on Corporate Governance and is a part of this Annual Report.

CORPORATE GOVERNANCE REPORT

The Company believes that facilitation of effective, entrepreneurial and prudent management helps in delivering long term success of the Company. The fundamental objective of corporate governance in the Company is to boost and maximise shareholders' value and protect the interest of other stakeholders. In terms of Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance, together with certificate from Auditors, certifying compliance with conditions of Corporate Governance, forms a part of this Annual Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section, forming a part of this Annual Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year under review were at arm's length basis and were in the ordinary course of business. Hence, disclosure of particulars of contracts/arrangements entered into by your Company with related parties in the Form AOC-2 is not applicable for the year under review. There were no materially significant related-party transactions during the year which may have a potential conflict with the interest of the Company at large.



The Audit Committee grants approval for transactions which are of repetitive nature with related parties and also reviews the transactions on quarterly basis. Related-party transactions entered during the year under review are disclosed in the notes to the Financial Statements. None of the Directors had any pecuniary relationship or transactions with the Company, except the payments made to them in the form of remuneration/sitting fee. The Company's Related Party Transactions Policy is made available on the website of the Company www.poddarpigmentsltd.com.

CODE OF CONDUCT

While operating in a competitive and demanding market, the Company has adopted a comprehensive code of conduct for its Board Members and Senior Management Personnel of the Company that requires strict adherence to our corporate values while delivering a world-class customer experience. The Company makes conscious efforts to align its employees and business partners with the Company's code of conduct. All the members of the Board and Senior Management Personnel have affirmed compliance with the code of conduct as on 31st March, 2022. A declaration to this effect, confirming the same, signed by the Joint Managing Director of the Company, forms a part of this Annual Report. The Company's Code of Conduct is available on the website of the Company www.poddarpigmentsltd.com.

FIXED DEPOSITS

During the year under review, your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF EMPLOYEES

The details of the remuneration of Directors and employees as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including amendments thereof, are given as Annexure-II.

Under the provision of Section 136(1) of the Companies Act, 2013, all reports and accounts are sent to all the shareholders of the Company, except the annexure in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names of the top ten employees. Any shareholder, interested in inspecting this report, can visit our registered office or write to the Company Secretary for a copy of it.

HUMAN RESOURCES

The Human Resources philosophy of your Company is to attract and retain the best talent in the industry. Your

Company considers its employees as partners in success and constantly endeavours to adopt the best policies to keep its employees motivated, engaged, and aligned to the interests of the Company. Your Company undertakes various employee engagement programs and also fosters a culture of continuous learning and development and creating future leaders. Your Company constantly explores various possibilities to make the Company a better place to work. Several initiatives were undertaken during the year to ensure the health and safety of employees and their families and to restrain the impact of the COVID-19 pandemic on them. Your Company continues to accord a high priority to mitigate health concerns and ensure safety at its premises. Safeguarding the health of its employees in the light of COVID-19 induced risks while ensuring business continuity, remained the topmost priority of your Company in the last year.

SUCCESSION POLICY

Your Company has put in place a policy on succession to assess, develop and retain a talent pool of associates, in order to ensure a continuity of leadership for all critical positions. The nomination and remuneration committee works with the Board of Directors on the leadership succession plan to ensure orderly succession in appointments to the Board and to senior management positions. The Company strives to maintain an appropriate balance of skills and experience within the organisation and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity.

BOARD DIVERSITY

The Company recognises and embraces the importance of a diverse Board for its success. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help the Company to retain its competitive advantage.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors and the Nomination and Remuneration Committee has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance of the board was evaluated after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated after



seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and Chairperson of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of the Nomination and Remuneration Committee, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. M. L. Garg & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company in the 26th Annual General Meeting held on 28th September, 2017, to hold office from the conclusion of the 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting. The term of existing Statutory Auditors is being expiring in the ensuing Annual General Meeting of the Company.

The Audit Committee has proposed, and the Board of Directors of the Company has recommended the appointment of M/s. K. N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E) as the statutory auditors of the Company to hold office for the first term of five consecutive years from the conclusion of the ensuing Annual General Meeting scheduled on 29.09.2022 until the conclusion of the Annual General Meeting to be held in the year 2027, subject to the approval of the shareholders.

The Company has also received letter from M/s. K. N. Gutgutia & Co., Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 141 (3) of the Act and that they are not disqualified from appointment as Statutory Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further

comments under Section 134 of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditors

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain its cost records and get the same audited by a Cost Accountant in practice. Accordingly, the cost records are made and maintained by the Company as required under Section 148(1) of the Act. The Board has, based on the recommendation of the Audit Committee, approved the re-appointment of M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur as the Cost Auditors of the Company for the financial year ending 31st March, 2023.

M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur, have vast experience in the field of cost audit and have been conducting the audit of the cost records of the Company for the past several years. Pursuant to Section 148 of the Act, read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, ratification of the remuneration payable to the Cost Auditors (as recommended by the Audit Committee and approved by the Board) is being sought from the Members of the Company at the ensuing Annual General Meeting. The details of the same are provided in the Notice convening the 31st AGM. We seek your support in ratifying the proposed remuneration of Rs. 60,000/- plus applicable taxes payable to the Cost Auditors for the financial year ending 31st March, 2023.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Shri B. L. Patni, Practising Company Secretary, as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report for the financial year 2021-22 does not contain any qualifications, reservations or adverse remarks and is annexed as Annexure-III to this Report.

ENVIRONMENT, SAFETY, ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company accords high priority to health, safety and environment, particularly in and around its facilities. The Company considers it essential to protect the Earth and its limited natural resources as well as the health and well-being of every person. Safety awareness is provided through regular safety awareness programs, basic fire safety training, mock drills etc. As a part of safety management system, a



comprehensive safety manual has been developed for use by the operating and safety personnel. There haven't been any accidents reported during the year under review.

Also, energy conservation is a key priority for your Company and it continuously strives to achieve this through process improvements and through the enhancement of equipment capabilities. Particulars relating to energy conservation, technology absorption and foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013, are provided as Annexure-IV to this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Our CSR policy envisions a prosperous community around our manufacturing sites, and has always been a part of our vision for sustainable business practices. Through need based assessments and active community engagement and participation, the Company works on thrust areas across sites addressing the social and economic issues of the communities. The core areas include education, healthcare including promoting education, animal welfare, sanitation, eradicating hunger, etc. During the year under review, your Company has spent Rs. 60.77 Lakhs on CSR activities, which is 2% of the average net profit of the last three years as required under Section 135 of the Companies Act, 2013. The Company has contributed for construction of Higher Secondary Adarsh Vidya Mandir, Chaksu, Jaipur which was inaugurated to facilitate the students on 19th February, 2022.

The Annual Report on CSR activities and expenditure, as required under Section 134 and 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014, is provided as Annexure-V to this Annual Report and the CSR Policy along with the action plan of CSR activities for the financial year 2022-23 is available on the website of the Company www.poddarpigmentsltd.com.

RISK MANAGEMENT

The Company has in place a Risk Management framework to identify, evaluate and monitor business risks and challenges across the Company, that seek to minimise the adverse impact on business objectives and capitalise on opportunities. The Company's success as an organisation largely depends on its ability to identify such opportunities and leverage them while mitigating the risks that arise while conducting its business. The Company has also framed, developed and implemented a Risk Management policy to identify the various business risks. This framework seeks to create transparency, minimise adverse impact on business objectives and enhance the Company's competitive advantage. The risk management policy defines the risk management approach across the

enterprise at various levels, including documentation and reporting. The Audit Committee and Board of Directors monitor and review the risk management plan and to perform functions as defined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Over the years, the Company has established a reputation for doing business with integrity and maintained zero tolerance for any form of unethical behaviour. Your Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy has been posted on the website of the Company at www.poddarpigmentsltd.com.

PREVENTION OF INSIDER TRADING

In compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI (PIT) Regulations'), the Board has adopted a code of conduct to regulate, monitor and report trading by Insiders to preserve the confidentiality of price sensitive information, to prevent misuse thereof and regulate trading by Insiders. It prohibits the dealing in the Company's shares by the promoters, promoter group, directors, designated persons and their immediate relatives, and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's shares is closed. Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the SEBI (PIT) Regulations. The Board of Directors have also formulated a code of practices and procedures for fair disclosure of unpublished price sensitive information as a part of this Code. The Code is available on the Company's website www.poddarpigmentsltd.com.

DIRECTORS & OFFICERS (D&O) LIABILITY INSURANCE

The Company has in place Directors and Officers Liability Insurance (D&O) for all its Directors (including Independent Directors) and Officers of the Company against the risk of third-party claims arising out of their actions/decisions in the normal course of discharge of their duties, which may result in financial loss to any third party.



ASSETS INSURANCE

All properties and insurable interests of the Company including building, plant and machinery and stocks have been fully insured.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company also has a well-tested ERP (Enterprise Resource Planning Software) tool for integrating accounting and controlling systems. The Risk Management framework recognises the internal financial controls as an integral part of its framework and has policies and procedures for addressing the financial reporting risks and ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Based on the framework of internal financial controls and compliance systems established & maintained by the Company, the work performed by the internal, statutory and secretarial auditors and the reviews performed by the management and the Audit Committee, the Board is of the opinion that during the financial year ended 31st March, 2022, the Company has sound internal financial controls. These controls placed by the Company commensurate with the nature and size of the business operations and are adequate and operating effectively with no material weakness.

The key internal financial controls and compliance systems have been documented, automated wherever possible and embedded in the respective business processes.

REPORTING OF FRAUD BY AUDITORS

During the year under review, no instances of fraud have been reported by the statutory auditors or secretarial auditors to the Audit Committee or to the Board pursuant to Section 143(12) of the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the Company has not given any loan or provided any guarantee and the details of investments covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes 4 and 8 to the financial statements of the Company.

ANNUAL RETURN

In compliance with Section 92 and Section 134(3)(a) of the Companies Act, 2013 read with applicable Rules made

thereunder, the Annual Return as on 31st March, 2022 is available on the Company's website at <https://www.poddarpigmentsltd.com>.

DIRECTORS RESPONSIBILITY STATEMENT

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind-AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Companies Act, 2013 (to the extent notified) and guidelines issued by Securities and Exchange Board of India. The Ind-AS are prescribed under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied to all the periods presented in the financial statements of the Company.

Pursuant to provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Company has selected such accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent, to give a true and fair view of the state of affairs of the Company as of 31st March, 2022 and of the profit of the Company for the period ended on that date;
- the Company has taken proper and sufficient care to ensure the maintenance of adequate accounting records as per the provisions of the Companies Act, 2013 for safeguarding its assets and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a 'going-concern' basis;
- the Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- the Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

1. Transfer of Unclaimed Dividend to IEPF:

As required under Section 124 of the Act, the Unclaimed Final Dividend amount aggregating to Rs. 14,48,654/-



pertaining to the financial year ended on 31st March, 2014 lying with the Company for seven years were transferred during the financial year 2021-22, to the Investor Education and Protection Fund (IEPF) established by the Central Government on 4th October, 2021.

2. Transfer of Shares to IEPF:

As required under Section 124 of the Act, the Company has transferred 26,410 equity shares related to the final dividend of financial year 2013-14 which has not been claimed by the members for seven consecutive years or more, to the Investor Education and Protection Fund (IEPF). Details of shares transferred have been uploaded on the website of IEPF as well as the Company.

3. Shareholders/claimants whose shares, unclaimed dividend, have been transferred to the aforesaid IEPF Suspense Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) along with requisite fee as decided by the IEPF Authority from time to time.
4. Further, the Company shall be transferring the unclaimed Dividend for the financial year 2014-2015 to the IEPF Account on or after 18th October, 2022. The Company shall also be transferring the shares, on which the dividend has remained unclaimed for seven consecutive years, to the IEPF Account simultaneously on the same date. The Company has sent individual letters to the shareholders for claiming the said dividend and has also advertised the same in the newspapers as per the Rules. Members are therefore requested to ensure that they claim the dividends referred above, before they are transferred to the said Fund.
5. Details of shares/shareholders in respect of which dividend has not been claimed, are provided on the Company's website at <https://www.poddarpigmentsltd.com>. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards ('SS') issued by the Institute of Company Secretaries of India.

SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS OR COURTS OR TRIBUNALS

During the financial year, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

AWARDS & ACCOLADES

The Company received various awards and accolades in the areas of health care activities during COVID-19, Global Sustainable industry, and the Highest recognition for exports.

Some of the key ones are:

1. Outstanding Performance in COVID Vaccination Drive Trophy-2021 in the category of Large Scale Industries (Engineering & others) by Employers' Association of Rajasthan.
2. Global Sustainable Industries Award in Global Conference and Award Summit-2022 from Smt. Sakuntala Rawat, Minister of Industries, Rajasthan on the occasion of World Engineer's Day.
3. Highest recognition for Exports for the year 2017-18, 2018-19 and 2019-20 by The Plastic Export Promotion Council.

GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required during the year under review as there were no instances/ transactions on the following items:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Any Scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
3. Issue of debentures, bonds or any non-convertible securities or warrants.
4. Employees' Stock Options Scheme (ESOS).
5. Issue of any sweat equity shares.
6. Initiation of Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016.
7. Material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.
8. Complaint pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



CAUTIONARY STATEMENT

Statements in the Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable laws, rules and regulations. Actual results may differ materially from those expressed in the statement. Crucial factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country and

other factors that are material to the business operations of the Company.

ACKNOWLEDGEMENT

The Board of Directors wishes to convey its gratitude and appreciation to all employees for their tremendous efforts as well as their exemplary dedication and contribution to your Company's performance. The Directors would also like to thank the Central and State Governments, shareholders, bankers, customers, suppliers, dealers and all other business associates for their continued support extended to your Company.

For and on behalf of the Board of Directors

Place : Chennai

Date : 31st July, 2022

S/d

M. K. Sonthalia

Director

(DIN: 00021297)

S/d

Gaurav Goenka

Joint Managing Director

(DIN: 00375811)



ANNEXURE TO THE DIRECTORS' REPORT

Annexure	Content
I.	Research and Development (R & D)
II.	Details pertaining to Remuneration as required under Section 197(12) read with Rule 5(1) of the Company's (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.
III.	MR-3 Secretarial Audit Report
IV.	Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo
V.	Annual Report on Corporate Social Responsibility

ANNEXURE I TO THE DIRECTORS' REPORT RESEARCH AND DEVELOPMENT (R&D)

1.	Specific areas in which R&D was carried out by the Company.	i	Development of various colour and additive masterbatches for different end-users as per the requirements of the fibre & plastic industries.
		ii	Development of Polyethylene based Algaecide and Fungicide Masterbatches.
		iii	Improved FR Masterbatch for Polyester and PP yarn/fibre.
		iv	Development of Hydrophilic Masterbatch for PP non-woven fabrics.
		v	Development of Soft-Feel Masterbatch for PP nonwoven fabrics.
2.	Benefits derived as a result of the above R&D.	i	Development of new products have generated additional business and increased customer base.
		ii	Development of a new range of application masterbatches currently not manufactured in the country.
		iii	Offering process flexibility and cost-effective solutions.
		iv	Productivity enhancement, optimised cost, improved quality and reduction in environmental pollution by offering alternatives for dyed yarns & textiles.
3.	Future plan of action	i	To continue efforts towards the development of various colours and additive masterbatch and also a new range of functional masterbatches, confirming to the customer requirements. Also, to develop a versatile product range of masterbatches to meet newer market requirements.
		ii	To provide customer-valued solutions with the best products and services to make your company the first choice for masterbatches.
		iii	Continuous updating of technology, R&D and monitoring facilities reckoning with latest development in the field of masterbatches, compounding and other such related areas.
4.	Expenditure on R&D		
(a)	Capital	Rs. NIL	
(b)	Recurring	Rs. 494.47 Lakhs	
(c)	Total	Rs. 494.47 Lakhs	
(d)	Total R&D expenditure as a percentage of revenue receipt (Net of GST and other income)	1.67 %	



ANNEXURE-II TO THE DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2022 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year ended 31st March, 2022 is as under:

Sl. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP (In Rs.)	% increase in remuneration in the financial year ended 31.03.2022	Ratio to median remuneration of each Director to the median remuneration of Employee
1.	Shri S. S. Poddar Managing Director	1,43,52,329	(12.73)	29.19
2.	Shri Gaurav Goenka Joint Managing Director	1,91,69,813	89.93	38.99
3.	Shri R. K. Sureka* Director & CEO	4,19,66,667	134.37	85.35
4.	Smt. Mahima P. Agarwal Non-Executive Director	30,000	(25.00)	0.06
5.	Shri M. K. Sonthalia Non-Executive Independent Director	50,000	(16.67)	0.10
6.	Shri N. Gopalaswamy Non-Executive Independent Director	35,000	(22.22)	0.07
7.	Sh. M. Mahadevan Non-Executive Independent Director	40,000	(11.11)	0.08
8.	Smt. Lalitha Kumaramangalam Non-Executive Independent Director	35,000	(12.50)	0.07
9.	Shri B. K. Bohra Chief Financial Officer	57,91,320	13.30	Not Applicable
10.	Shri Navin Jain AVP (Legal) & Company Secretary	46,57,740	14.22	Not Applicable

- (ii) The percentage increase in the median remuneration of employees in the financial year ended 31st March, 2022 is 8.93%.

- (iii) The number of permanent employees on the rolls of Company as on 31st March, 2022 are 320.

- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There was no exceptional circumstance for increase in managerial personnel in the last financial year. The average percentile increase and the remuneration policy was the same for managerial personnel and all the other employees.

- (v) It is hereby affirmed that the remuneration paid during the year is as per the Nomination and Remuneration Policy of the Company.

*Resigned with effect from 01.08.2021.



ANNEXURE- III TO THE DIRECTORS' REPORT

FORM No MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Poddar Pigments Limited
E-10-11, F-14-16, RIICO Industrial Area
Sitapura, Jaipur-302022

I have conducted the secretarial audit pursuant to Section 204 of the Companies Act, 2013, on the compliance of applicable statutory provisions and the adherence to good corporate practices by **Poddar Pigments 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 Poddar Pigments 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 authorised 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 31st March, 2022 complied with the statutory provisions listed hereunder and also 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 Poddar Pigments Limited ("the company") for the financial year ended on 31st March, 2022 according to the provisions of:

- i) The Companies Act, 1956 (to the extent applicable) and 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 are 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;
 - 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, 2018;
 - d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12th August 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August 2021);
 - e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;



- g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (up to 9th June 2021) and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June 2021).
 - h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
 - i) *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August 2021).
 - j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- * No event took place under these regulations during the audit period.

- vi) I have been informed that no other sector/industry specific law is applicable to the Company.
- vii) I have examined compliance with the applicable clauses of the Secretarial Standards on the Meetings of the Board of Directors, Committees and General Meetings issued by The Institute of Company Secretaries of India, with which the Company has complied with.
- viii) I have also examined compliance with the applicable clause of the Listing Agreement entered with BSE & NSE.
- ix) I have also examined compliance with the applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I report that during the period, under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. to the extent applicable, as mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, a Woman Director 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 accordance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and process 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 the Company started commercial production at its Chaksu unit on 23rd March, 2022 and the installed capacity of production has been increased from 14400 M.T. P.A. to 18000 M.T. P.A.

I further report that during the Audit period there were no other specific events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards etc., referred to above.

Place : Kolkata

Dated : 10th May, 2022

Name of the Company Secretary in Practice: BABU LAL PATNI

FCS No : 2304

C.P. No : 1321

UDIN : F002304D000293892

Encl: Annex.-A



ANNEXURE-A

To,
The Members,
Poddar Pigments Limited
E-10-11, F-14-16, RIICO Industrial Area
Sitapura, Jaipur-302022

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules, and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the 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.

S/d
Babu Lal Patni
Practising Company Secretary
Membership No - 2304
Certificate of Practice Number - 1321

Place : Kolkata
Date : 10th May, 2022



ANNEXURE- IV TO THE DIRECTORS' REPORT

Particulars of Energy Conservation, Technology Absorption and 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]

A) CONSERVATION OF ENERGY:

(i) Steps taken or impact on conservation of energy

- (a) Installed energy efficient LED lights in place of conventional lights.
- (b) Installed energy efficient Screw compressor and changes incorporated in the compressed air distribution system of the plant.
- (c) Installed energy efficient Air washer units.

(ii) Steps taken by the Company for utilising alternate sources of energy

The Company did not spend any amount on steps needed to utilise alternate sources of energy and will explore possibilities in the next financial year.

(iii) Capital investment on energy conservation equipments

During the financial year, the capital investment on energy conservation equipment was Rs. 2,34,898.00. The Company continues to accord high priority to the conservation of energy on an ongoing basis.

B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption

Improvement and benchmarking of existing products to match international standards. Adoption of state-of-the-art technology practices to meet the stringent industry requirements & quality norms. Indigenization of products hitherto being imported in the industry. New mixing & improved masterbatch preparation techniques to help improve environment, productivity & quality. Continuous efforts to update, optimise, review and adopt the latest technologies and process improvement techniques.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution

- (a) Achievement of superior quality & cost-effective production resulting in improved realisation of finished goods.
- (b) Introduction of new functional products.
- (c) Leadership position in the market.
- (d) Technology upgradation.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- (a) the details of technology imported : None
- (b) the year of import : NA
- (c) whether the technology been fully absorbed : NA
- (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : NA

(iv) Expenditure incurred on Research and Development

During the year, the Company incurred expenditure of Rs. 494.47 Lakhs on research & development.

C) FOREIGN EXCHANGE EARNINGS AND OUT GO:

(Rs. in Lakhs)

Particulars	2021-22	2020-21
1 Foreign Exchange Earnings	6815.09	6624.46
2 Foreign Exchange Outgo	9748.08	6489.43



ANNEXURE- V TO THE DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company

The CSR Committee and Board of Directors have approved the CSR Policy of the Company in their meeting held on 18.10.2014, 24.05.2019 and reviewed & updated in their meeting held on 26.06.2021 as per Companies (Corporate Social Responsibility Policy) Rules, 2014 under Section 135 of the Companies Act, 2013. The Policy of the Company is available on the website of the Company www.poddarpigmentsltd.com.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri S. S. Poddar	Chairman of the Meeting and Managing Director	3	3
2	Shri Gaurav Goenka	Member - Joint Managing Director	3	2
3	Smt. Lalitha Kumaramangalam	Member - Non Executive & Independent Director	3	3

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: www.poddarpigmentsltd.com.
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): NA
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

S. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set off for the financial year, if any (in Rs.)
	-	-	-

6. Average net profit of the Company as per section 135(5):

Net Profit for the F.Y.	Profit before tax (PBT) Amount (Rs. in Lakhs)	PBT as per Section 198 of Companies Act, 2013 Amount (Rs. in Lakhs)
2018-19	2361	2497
2019-20	2882	3220
2020-21	3095	3398
Average Net Profit	2779	3038

- Two percent of the average net profit of the Company as per section 135(5): Rs. 60.77 Lakhs
- Surplus arising out of the CSR projects or programs or activities of the previous financial years: Rs. NIL
- Amount required to be set off for the financial year: Rs. NIL
- Total CSR obligation for the financial year (7a+7b-7c): Rs. 60.77 Lakhs



8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
60,77,000/-	Nil	NA	None	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
1	Health care	Promoting health care	Yes	Rajasthan	Jaipur	29,500.00	Yes	Narayana Multispecialty Hospital for Covid Vaccination charges	-
2	Education	Promoting Education	No	Tamilnadu	Chennai	5,00,000.00	No	Manava Seva Dharma Samvardhani	CSR00012066
3	Health care	Promoting health care	No	U.P.	Gorakhpur	5,00,000.00	No	H. P. Cancer Hospital & Research Institute	CSR00012127
4	Spread of free Sanskrit education	Promoting education including special education	No	Puducherry	Puducherry	2,00,000.00	No	Vraja Trust	CSR00012685
5	Animal welfare	Animal welfare	No	Jharkhand	Ranchi	1,00,000.00	No	Samridhi Charitable Trust	CSR00013040
6	Education	Promoting education	Yes	Rajasthan	Jaipur	25,00,000.00	No	Adarsh Shiksha Samiti	CSR00005994
7	Eradicating hunger	Eradicating hunger	No	Tamilnadu	Chennai	50,000.00	No	Manava Seva Dharma Samvardhani	CSR00012066
8	Health care	Promoting health care	No	Tamilnadu	Chennai	5,00,000.00	No	Ramnath Goenka Charitable Trust	CSR00008228



9	Animal welfare	Animal welfare	No	Rajasthan	Tonk	5,00,000.00	No	Shri Gauri Shankar Gaushala	CSR00023182
10	Children welfare	Promoting health care	Yes	Rajasthan	Jaipur	40,000.00	No	TAABAR Society	CSR00000193
11	Promotion of Sanitation and Drinking Water	Promotion of Sanitation and Drinking Water	No	Rajasthan	Chirawa	10,00,000.00	No	Ramkrishna Jaidayal Dalmia Seva Sansthan	CSR00001572
12	Animal welfare	Animal welfare	No	Rajasthan	Sirohi	1,57,500.00	No	Shree Rokadiya Hanuman Janki Gaushala Samiti	CSR00026130
	TOTAL					60,77,000.00			

(d) Amount spent in Administrative Overheads: NIL

(e) Amount spent on Impact Assessment, if applicable: NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 60.77 Lakhs

(g) Excess amount for set off, if any: NIL

Sl.No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	60,77,000
(ii)	Total amount spent for the Financial Year	60,77,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in Succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-



(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed/ Ongoing
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

(Asset-wise details). NA

(a) Date of creation or acquisition of the capital asset(s): Not Applicable

(b) Amount of CSR spent for creation or acquisition of capital asset: Nil

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5). NA

S/d

Place : Chennai
Date : 31st July, 2022

Gaurav Goenka
(Joint Managing Director)
(DIN: 00375811)

S/d

S. S. Poddar
(Managing Director and
Chairman of CSR Committee)
(DIN: 00058025)

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm and declare that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for them for the Financial Year ended 31st March, 2022.

For Poddar Pigments Limited

Place : Chennai
Date : 31st July, 2022

S/d
Gaurav Goenka
(Joint Managing Director)
(DIN: 00375811)



MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

The financial year 2022 proved to be yet another year of unprecedented challenges as the COVID-19 pandemic raged on, with each new wave buffeting both society at large and businesses in particular.

Global economic prospects have been severely set back, largely because of Russia's invasion of Ukraine. This crisis unfolds even as the global economy has not yet fully recovered from the pandemic.

Beyond its immediate and catastrophic humanitarian effects in this situation, the war will limit economic growth and raise inflation. The expected slowdown in global growth is from a projected 6.1 percent in 2021 to 3.6 percent in 2022 and 2023. (Source: World Economic Outlook, April 2022).

Even before the war, inflation in many countries had been rising due to supply-demand imbalances and policy support during the pandemic, prompting a tightening of monetary policy.

Inflation, geopolitical unpredictability, and supply chain disruptions were all macroeconomic issues that needed to be addressed during the year. As a result, there was a feeling of apprehension and worry about how businesses would bounce back from these issues and the pandemic-related interruptions.

The bright side is that the overall economy is showing signs of improvement. However, there are multiple concerns that continue to create an element of uncertainty about the intensity and speed of recovery.

The entire chemical industry continues to have tremendous potential and will continue on its current path of rapid expansion over the next decade. Strong local demand and the probable emergence of a China+1 strategy in global supply chains will boost growth in India. The accessibility of a skilled and reasonably priced labour force contributes to this growing momentum further.

As a result, your Company believes that India will continue to be and emerge as a highly attractive supplier to the domestic (import substitution) and export markets in a wide range of products, particularly in the chemical industry.

Financial and Operational Performance

Your Company registered a sale of Rs. 335.90 Crores for the year ended 31.03.2022, as against Rs.294.52 Crores in the previous year. The plant operated smoothly and on schedule during the year.

In addition, your Company achieved ISO 9001: 2015 standards, reflecting its commitment to quality and customer satisfaction.

Your Company had started a new plant at Chaksu on 23.03.2022 for manufacturing of Black Masterbatches, which will add an enhanced capacity of approx. 25%.

Industry Structure and Developments

Your Company manufactures colour & additive Masterbatches for the dope-dyeing of man-made fibres (MMF), various polymer applications, and engineering plastics & compounds. The power of polymers lies in the versatility of their composition, which can be tweaked to adapt them perfectly to the intended application. Beyond the broad selection of available polymer types, the real power of polymers comes from the special characteristics that masterbatches add to their applications. With the benefit of highly customizable formulas, additives and colourant masterbatches help adjust the properties of a polymer to specifically suit a user's needs, whether functional or aesthetic.

Your Company also produces a whole host of smart products, which impart various forms of functionality to the end products, be it textiles or plastics. This is a promising product segment for the future, unlike most other competitors who are not present in all segments.

Due to an increase in domestic consumption, India is fast emerging as one of the focus destinations for plastics and downstream players worldwide. There is tremendous potential for growth in the sector, catalysed by drivers such as a growing middle-class, higher disposable incomes, and urbanisation. Improved standards of living have led to an increase in consumption of a wide range of consumer goods from packaged food to automobiles. Investments in infrastructure and agriculture have also fuelled the demand for plastics and related products in India.

India's per capita consumption of plastics stands at 11 kgs., which is one-tenth of that of the United States and less than a third of that of China. The current rapid pace of urbanisation in India is certain to increase the demand for consumption. The petrochemical sector has attained the status of a sunrise industry in India with aggressive participation from large private sector companies and government-owned public sector undertakings (PSUs). There has been a rapid rise in polymer consumption in India in the last few years. We estimate India's polymer consumption to continue its growth momentum and record a CAGR of 8 percent. Consumption will double in the next 10 years and thereafter quadruple from the current level between 2030 and 2040,"

After almost two years of weaknesses, India's polymer is likely to bounce back with robust growth in the future due to



improved activities with the reopening of the economy, Strong growth in health & hygiene, packaging, infrastructure, and agriculture after Covid.

Hence, it is rational to expect the demand for plastic products to further increase in the future.

Applications in Textiles

Your company's major product range comprises of masterbatches for the polyester textile segment.

While cotton is typically more comfortable in hot and humid weather, recent technological developments in fabrics made with manmade fibres have bridged this gap, with added other advantages like strength, elasticity, colour, absorption, etc. Cotton will continue to be a crucial raw material for the textile industry, However, supply-side pressures and price volatility will make it a challenge to satisfy growing demand in the future, which in turn will increase the bias towards synthetic fibres, especially polyester.

Synthetic the Fabric of Our Lives - Synthetic a sustainable alternative

Cotton's market share for global end-use consumption is shrinking rapidly. Price fluctuations, weather disruptions, changing consumer attitudes, and other factors have all contributed to cotton losing its market share to synthetic fibres, predominantly Polyester.

Prices have helped synthetics gain market share at the expense of cotton; synthetic fibres make them popular among designers and consumers.

For many consumers, cotton is not green; the fibre requires too much water, too many pesticides, and too much labour to be grown. For other consumers, polyester is green; it can be recycled. Clothes with synthetic fibres are smart and have outperformed their counterparts in the cotton industry. Consequently, many consumers today see no problem wearing synthetics despite their origins.

One of the largest consumers of polyester in the world today is also one of the "greenest," environmentally advanced regions of the world - Europe.

Wet processing, a common step used in the textiles industry, has the potential to cause a significant impact on the environment and human health. This is because large amounts of chemicals and dyes are used in wet processing, resulting in effluents with a complex chemical composition. The cellulosic textiles industry consumes a large quantity of water in wet processing operations like de-sizing, scouring, mercerising, bleaching, and dyeing during the conversion of fibre to fabric.

The last decade has seen growing concern about environmental issues which have increased manifold because

of increasing industrial pollution, waste problems, and the effects of global warming. In this context, dope-dyed Polyester and Viscose are one of the solutions to reducing environmental pollution and wastewater discharges in the textiles industry

1. Greenhouse gas emissions are reduced up to 62% by using spun-dyed viscose as compared to the conventional dyeing of viscose.
2. Most apparently, there is an 89% increase in water conservation by using dope-dyed products(compared with cotton from the planting process). In fact, there is no water used in the dope-dyeing process, and a significant reduction is noticed in heavy metal contamination in the effluent generated by spun-dyed viscose.
3. By adopting the dope dyeing process, it saves the chemicals up to 63% as the process becomes shorter and less wastewater is generated. This enables direct savings on production costs and ensures a substantial reduction of the ecological footprint of the final products.

Your company produces masterbatches for the dope dyeing of polyester, nylon, and polypropylene textiles, thereby contributing to environmental sustainability.

Polyester Business Environment/Outlook

Globally, the demand for polyester-based textiles is growing faster than cotton. Currently, polyester accounts for more than 55% of the total fibre consumption in the world. Polyester fibre consumption is expected to grow by another 22 million tons to reach a level of 78 million tons annually and will form a share of 60% of global fibre consumption of 130 million tons by 2025. In 2020, the global trade of Polyester Staple Fibre (PSF) stood at US\$ 4.0 billion and that of Polyester Yarn stood at US\$ 13.4 billion. PSF has been growing at a CAGR of 2% since 2015, while Polyester yarn has been growing at a CAGR of 14%. Polyester is manufactured from crude oil derivatives and thus the rising oil prices due to global demand conditions and the Russia - Ukraine conflict have led to a rise in polyester prices as well.

India has a production of 1,085 million kg of polyester staple fibre and 3,934 million kg of polyester filament yarn. It is the second-largest producer of polyester globally. India's exports of polyester registered a value of US\$ 2.0 billion in 2021. The Production linked Incentive (PLI) scheme is set to boost the man-made fibre-based textiles and apparel production in India, many major textile manufacturers have applied to the scheme and it is expected to generate investments of up to ₹50,000 crores in the overall man-made fibre textile value chain.



The growth in the volume of polyester consumption is driven by growth in consumption of finished product categories like sportswear, technical textiles, and women's wear. India has a presence of a complete polyester value chain in the country and therefore it must leverage its expertise and capture the growing demand for polyester-based textiles.

Due to a change in buying habits, consumers are now shifting from need-based clothing to aspiration-based clothing. Contrary to previous years, where Indian consumers purchased fashion items as and when required, buying clothes has become more than a basic need; it is now a reflection of aspiration, personality, and a status symbol. Though basic textiles continue to represent a part of the consumer's basket, the demand for aspirational clothing has increased significantly in recent years.

The consumption of polyester fibres is gaining momentum due to factors such as the fluctuation in cotton prices, increased presence & sourcing by global brands where polyester fibre dominates, growth of women's wear segment, growth of value retail, etc. The major raw material used in the global textile industry is polyester and cotton, while fibres like nylon and viscose are growing fast. Polyester is expected to dominate global textiles in the foreseeable future in almost all end-use categories. Within manmade fibres, polyester has a huge share of 76%. Fibres like nylon, acrylic, and polyolefin are more expensive and used mainly for specialised applications like technical textiles. In recent years, polyester has shown an impressive growth at around 7.6% CAGR and has gradually eaten into the share of cotton.

Owing to the above trends in the global market, polyester has proved to be a cost-effective and adaptable fibre type and has increasingly picked up the bulk of new business growth. It is recyclable and can be blended with other fibres like cotton and spandex for performance requirements. Polyester provides a combination of comfort and performance as it can be easily processed to improve fibre properties. That is why it has wide acceptance in various end-use categories like sportswear, leisurewear, womenswear, home textiles, automotive, carpet, other industrial segments, etc. India's economy has been one of the best performing economies in the last decade and is expected to maintain a high growth rate over the next 10-15 years. In addition, Indian consumers' affinity towards brands and organised retailing is increasing, which is helping the consumption growth of all products including textile and apparel. The increased per capita income level has also helped to make these products affordable to a wider section of the population. In addition, the following are the other factors that will drive growth:

- India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home, and technical products.

- The Indian textile and apparel industry is expected to grow to US\$ 190 billion by FY26.
- The Indian apparel market stood at US\$ 40 billion in 2020 and is expected to reach US\$ 135 billion by 2025.
- The Rs. 10,683 crores (US\$ 1.44 billion) PLI scheme is expected to be a major boost for textile manufacturers. The scheme proposes to incentive MMF (man-made fibre) apparel, MMF fabrics, and 10 segments of technical textiles products.
- In October 2021, the government approved a PLI scheme worth Rs. 4,445 crores (US\$ 594.26 million) to establish seven integrated mega textile parks and boost textile manufacturing in the country.
- While the global per capita consumption of man-made fibres is around 12 kg per annum, it is merely 3.5 kg in India, hence providing significant scope for the increase in domestic consumption.

In an exclusive interview by Mrs. Roop Rashi, Textile Commissioner, Govt. of India in Fibre2Fashion magazine July 22 issue wherein she spoke about new textile policy, achieving the \$100 billion export target, PLI schemeand said

"We look forward to strengthening concerns on sustainability, maturing of proposals under MITRA and PLI very well so that India regains its position in the international market as a favourite sourcing destination".

The following is an extract from the interview:

Q. When can we expect the long-awaited New Textiles Policy? The government has put forward the vision, but the industry needs a supportive textiles policy to achieve the same.

"Inspired by the 5F vision of the Prime Minister-from Farm to Fiber, Fiber to Factory, Factory to Fashion, and Fashion to Foreign, the Ministry of Textiles under the leadership of the Union Minister of Textiles. The Minister of State for Textile and Secretary (Textiles) has already taken path-breaking initiatives by announcing the setting up of the PM MITRA (Mega Integrated Textile Region and Apparel) Park to integrate the strength of the textile value chain (TVC). PLI scheme to boost the production and export in those categories in which our presence in the world market is very minimal at present. National Technical Textiles Mission for boosting in-house production of special fibres/ yarns which are required to manufacture high-performance protective technical textiles, Technology support with a focus on MSME, Skill enhancement, and R&D support. Refund support on taxes in synergy with the Ministry of Commerce. Achieving access to the international market through FTAs etc.



Q. Do you think India can achieve the \$100 billion export target by 2030? What is the roadmap for the same?

We have confidence in the capacities of our industry. The industry has achieved a noteworthy position having a presence across the TVC and in all fibre-based products including cotton, MMF, silk, jute, and wool with the largest presence in cotton and jute. Looking at all components of TVC and India's position in global trade, the country holds the first position in natural spun yarn, second in overall spun yarn, third in natural fibre and MMF yarn, fourth in overall fibre and woven fabric, fifth in filament yarn, sixth in overall fabric, seventh in overall apparel, eighth in knit and woven apparel, etc.

We have significant potential to grow in MMF and technical textiles segments. The segment of the Indian technical textiles industry is at present valued at \$18 billion and is growing at a CAGR of 13 percent. Perceptible signs of growth have been observed in a few specialised fields. India has about 2100 technical textile units and all of them have high growth potential.

We are confident that with the various initiatives of the Government of India and partnerships of states, our textile industry would reach its target. In 2021-22, despite COVID-19 constraints during a few months of the year and international logistics constraints, the industry achieved the target of \$40 billion by every part of March 2022".

In response to the above two questions

"technical textile, speciality fibres, and yarn, technical textile and MMF (man-made fibre) yarns" are mentioned which as per our understanding primarily constitute Polyester.

Your Company is a leading and pioneer manufacturer of Polyester Masterbatches for textile applications and hence can leverage its expertise and capture the growing demand in the domestic and export market for these applications.

Your Company's thrust on the continuous development of new and innovative products and market-focused application development will enable it to stay ahead of the competition.

Your Company has also made in-roads into some of the world's largest masterbatch markets. The growth from export sales is expected to be around 10% per annum for the next few years.

Your Company also manufactures colour and antimicrobial masterbatches for the PPE kits and other industries and expect good sales in the coming months.

Hence, it can optimistically be stated that in the coming years, with the growing demand for masterbatches and the strategies being adopted, Your Company is headed towards excellent growth and better all-round performance.

Opportunities and Threats

Key Opportunity:

Due to the low per capita polymer and polyester consumption in India, this segment is likely to experience an increase in demand. Your Company is a pioneer in the manufacture of masterbatches for the synthetic fibre industry, based on polyesters, nylons, and polypropylenes, for specialty and general purpose applications such as automotive, carpets, home furnishings, apparel, non-woven fabrics, technical fibres, etc. It is expected that the demand for Your Company's products will grow manifold with the increased requirements of the polyester fibre industry.

Key Threats & Risks:

Demand Risk: Recession in the user industries may affect demand for the products. Product changes, high fluctuation in the prices of raw materials, competition from domestic and global players, and changes in the demand-supply environment may increase the pressure on margins. With continuous improvements in technology, new product developments, and cost-effective measures, Your Company is confident that it will successfully meet these challenges.

Foreign Exchange Risk: Fluctuations in foreign currencies also play a major role in the profitability of Your Company. It suitably hedges the differential short-term exposure between export and import to appropriately manage the currency risk.

Competitor Risk: The market is highly competitive with no fiscal barriers and no barrier to entry for new players. To address this risk, Your Company deploys multi-pronged plans for continuous improvements in the area of cost, quality, customer service, and brand equity.

The major risks prevalent in this industry are the high fluctuation in the prices of raw materials, technology obsolescence, competition from global players, and further aberration in the customs duties in the coming years under WTO obligations. These can create pressures on the margins and thereby affect the performance of Your Company. Furthermore, low economic growth can affect sales and margins. Your company is taking due care against the prevailing risks in the industry by adopting new technologies, introducing innovative Masterbatches through its regular R&D, reduction in material costs, re-engineering business and manufacturing processes, and much more. Foreseeable risks to the Company's assets are adequately covered by comprehensive insurance policies.

Your Company has well-designed strategies to identify and mitigate operational, financial, reporting, and legal compliances.

Internal Control Systems and Their Adequacy

Your Company has internal control procedures commensurate with the Company's size and nature of



business. Your Company has an in-house team that carries out internal audits and ensures that all transactions are appropriately authorised, recorded, and reported. Exercises for safeguarding assets and protection against unauthorised use are undertaken from time to time. There are well-established policies and procedures in place across Your Company. The objective of these procedures is to ensure the efficient use and protection of your Company's resources, accuracy in financial reporting, and due compliance of statutes and Company procedures. The Internal Audit reports, the progress in implementation of recommendations and actions taken contained in such reports, and the adequacy of internal control systems are reviewed by the Audit Committee of the Board in its periodical meetings. The same is also examined by the Statutory Auditors in course of their Audit procedures.

Human Resources:

Your Company's most valuable assets are its human resources. With the support of its dedicated human resource, it confronted the rapid changes in the business environment last year with the resolve and determination to ensure that the business of the Company continues to enhance value creation.

Human resources are the most important resources in an organisation and need to be used efficiently because the success, stability, and growth of an organisation depend on its ability in acquiring, utilizing, and developing human resources for the benefit of the organisation. In the final analysis, it is the people (i.e., employees) who produce results and generate a climate conducive to the growth and development of the organisation.

During the year employees attended various in-house training - Technical and Soft skills as part of the Employee Development Program.

The Key Financial Ratio is as below:-

SN	Particulars	31.03.2022	31.03.2021	Explanation for change (% variance)
1	Trade Receivables turnover basis	6.37	7.14	(10.78)
2	Inventory turnover	3.54	4.45	(20.45)
3	Debt Service Coverage Ratio	-	-	-
4	Current ratio	5.38	6.86	(21.57)
5	Debt to equity ratio	-	-	-
7	Net profit margin (%) on turnover	6.33	8.03	(21.17)
8	Return on Investment	4.16	3.92	6.12
9	Return on Equity Ratio	9.36	11.33	(17.39)
10	Trade Payable Turnover Ratio	14.79	16.15	(8.42)
11	Net Capital turnover Ratio	3.04	2.43	24.90
12	Return on Capital Employed	12.77	14.95	(14.58)

The talent base of Your Company during the year 2021-22 was 320 (excluding casual). The Board of Directors expresses its appreciation for the sincere efforts made by the employees of your Company at all levels during the year.

Your directors believe and affirm the importance of developing human resources, which is the most valuable asset of your Company and the key element in bringing all-round improvements and achieving growth. The human resource philosophy and strategy of your Company have been designed to attract and retain the best talent. In practice, it creates and nurtures a work environment that keeps employees engaged & motivated. Employee relations during the year under review were peaceful. The contribution and co-operation received from employees across all levels were excellent and the same has been appreciated & supported by the management through its continuous & systematic training programmes.

Corporate Social Responsibility

The management of Your Company believes that the company's contribution to society should be of its own volition and not out of compulsion. Hence, even before it was mandated by law, the company had initiated measures over the past several years, to help the underprivileged sections of society. The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 have been made and further details on CSR activities are annexed and marked as Annexure V to the Director's Report.

Key Performance Indicators

There are no significant changes (i.e. change of 25% or more as compared to the immediately previous Financial Year) in key financial ratios.



Forward-looking Statements

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', and so on. All statements that address expectations or projections about the future, but are not limited to the Company's strategy for growth, product development, market position, expenditures, and financial results, are forward-looking statements. Since these

are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. Your Company's actual results, performance, or achievements could thus differ from those projected in any forward-looking statement. Your Company assumes no responsibility to publicly modify or revise any such statements based on subsequent developments, information, or events.

For and on behalf of the Management Team

S/d

M. K. Sonthalia
Director
(DIN: 00021297)

S/d

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place: Chennai

Date : 31st July, 2022



REPORT ON CORPORATE GOVERNANCE

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") for the financial year 2021-22, is given herein below:

1 Company's Philosophy on Code of Corporate Governance

The Company is committed to maintaining high standards of Corporate Governance and your Company believes that the Corporate Governance is a reflection of its core values and principles, encompassing its culture, practices, policies and relationship with its stakeholders. The fundamental objective of Company's Corporate Governance is to enhance the interests of all stakeholders. The Company's Corporate Governance practices emanate from its commitment towards discipline, accountability, transparency and fairness. Key elements in corporate governance are timely and adequate disclosures, establishment of internal controls and high standards of accounting fidelity, product and service quality. Your Company also believes that good Corporate Governance practices help to enhance the performance and valuation of the Company.

2 Board of Directors

The composition of the Board of Directors is in conformity with the provisions of the Companies Act, 2013 ("Act") and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time. The Board has an optimum combination of Executive/Non-Executive Directors, Woman Director and Independent Directors with diversified skill sets, professional knowledge and relevant business experience in diverse fields.

Your Board of Directors closely monitors the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organisational growth. Your Board also ensures statutory and ethical conduct and places high importance on the internal financial reporting. It shoulders the responsibility and holds itself accountable to the Shareholders as well as other stakeholders for the long-term well-being of the Company.

2.1 Composition of the Board

Your Company's Board comprises of seven Directors, out of which are two Executive Directors and five Non-Executive Directors. The Company has four Independent Directors ('IDs'), including 1 Women Independent Director, which comprise more than half the total strength of the Board. During the financial year 2021-22, Mr. Ramesh Kumar Sureka, Director & CEO has resigned with effect from 1st August, 2021.

None of the Directors on the Board are a member of more than 10 (Ten) committees or a Chairperson of more than 5 (Five) committees as stipulated in Regulation 26(1) of the SEBI Listing Regulations, across all the Indian Public Companies, in which he/she is a Director. The annual disclosure providing the committee position and other Directorship has been made by the Directors.

During the financial year 2021-22, four Board meetings were convened and held on 26th June, 2021, 31st July, 2021, 8th November, 2021 and 17th January, 2022.

The names and categories of the Directors on the Board, their attendance at Board Meetings, last Annual General Meeting held during the year, number of Directorships held by them in Indian Companies and Committee Chairmanship/Membership held by them in Indian Public Companies are given below. For reckoning the maximum number of Chairmanships/Memberships in committees, only 2 (Two) committees viz. 'Audit Committee' and 'Stakeholders Relationship Committee' of the Board have been considered.



Sl. No.	Name of the Director	Category of Directorship @	No. of Board meetings attended out of 4 held	Attendance at last AGM held on 8.9.2021	No. of other Directorships as on 31.03.2022			No. of committees in which Chairman/Member of other companies as on 31.03.2022			
					No.	Name of Listed company	Category	Member	Chairman	Name of Listed company	Category
(i)	Shri S.S. Poddar, Managing Director	\$	4	Yes	2	-	-	-	-	-	-
(ii)	Shri Gaurav Goenka, Joint Managing Director	**	4	Yes	3	-	-	-	-	-	-
(iii)	Shri R.K. Sureka, Director & CEO	#	1	NA	NA	NA	NA	NA	NA	NA	NA
(iv)	Smt. Mahima P. Agarwal	*	3	Yes	1	-	-	-	-	-	-
(v)	Shri N. Gopaldaswamy	&	3	No	1	-	-	-	-	-	-
(vi)	Shri M.K. Sonthalia	&	3	Yes	10	-	-	-	-	-	-
(vii)	Shri M. Mahadevan	&	2	No	4	-	-	-	-	-	-
(viii)	Smt. Lalitha Kumaramangalam	&	2	Yes	-	-	-	-	-	-	-

@ Category of Directors:

\$ Executive Promoter Director.

Executive Director and resigned w.e.f. 01.08.2021.

* Non-Executive Director and relative of Shri S. S. Poddar, Managing Director.

& Non-Executive Independent Director.

** Executive Director and relative of Shri S. S. Poddar, Managing Director.

2.2 Relationship between Directors

Smt. Mahima Poddar Agarwal, Non-Executive Director and Shri Gaurav Goenka, Joint Managing Director are related to Shri S. S. Poddar, Managing Director of the Company and none of the other Directors on the Board are related to each other.

2.3 Shareholding of the Non-Executive Directors

None of the Non-Executive Directors, other than Smt. Mahima P. Agarwal who holds 6,05,000 Equity Shares of the Company, holds any shares in the Company's Capital. The Company has not issued any convertible instruments.

2.4 Familiarisation Program imparted to Independent Directors

The details of the familiarisation program imparted to Independent Directors are available on the Company's website: <http://www.poddarpigmentsltd.com/Investors.html>.



2.5 Chart or a Matrix setting out the Skills/Expertise/Competence of the Board of Directors

Sr. No.	Areas of expertise Required	Description	Skill areas actually available with the Board	Names of directors who have such skills / expertise/ competence
1	Strategy and planning	Ability to think strategically; identify and critically assess strategic opportunities and threats; Develop effective strategies in the context of the Company's strategic objectives, relevant policies and priorities.	Yes	Shri S. S. Poddar, Shri Gaurav Goenka, Shri N. Gopalaswamy, Shri M. K. Sonthalia, Shri M. Mahadevan, Smt. Mahima P. Agarwal & Smt. Lalitha Kumaramangalam
2	Governance, Risk and Compliance	Experience in the application of Corporate Governance principles. Ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance.	Yes	Shri S. S. Poddar, Shri Gaurav Goenka, Shri N. Gopalaswamy, Shri M. K. Sonthalia, Shri M. Mahadevan, Smt. Lalitha Kumaramangalam & Smt. Mahima P. Agarwal.
3	Financial	Comprehensive understanding of financial accounting, reporting and internal controls and analysis	Yes	Shri S. S. Poddar, Shri Gaurav Goenka, Smt. Lalitha Kumaramangalam & Smt. Mahima P. Agarwal.
4	Sales, Marketing & Brand building	Experience in developing policies to grow sales and market share, create brand awareness and brand equity, and enhance enterprise reputation on a sustainable basis.	Yes	Shri S. S. Poddar, Shri Gaurav Goenka, Smt. Mahima P. Agarwal & Smt. Lalitha Kumaramangalam

2.6 Confirmation

In the opinion of the Board, the Independent Directors fulfil the conditions specified in SEBI Listing Regulations and are independent from the management.

2.7 During the financial year 2021-2022, none of the Independent Directors have resigned from the Company before the expiry of their tenure.

3 Audit Committee

The composition of the Audit Committee of the Board of Directors is in compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee consists of Smt. Lalitha Kumaramangalam (Chairperson), Shri M. K. Sonthalia, Shri Ramesh Kumar Sureka (upto 31st July, 2021), Shri Gaurav Goenka (with effect from 1st August, 2021) and Shri M. Mahadevan. All the members of the Audit Committee are financially literate and majority of them have Accounting and Financial Management expertise.

During the year ended 31st March, 2022, four meetings of the Audit Committee were held on 16th June, 2021, 31st July, 2021, 5th November, 2021 and 17th January, 2022. The details of the attendance of members at the Audit Committee and constituents of the Committee are as follows:



Name of Members	Designation	No. of Meetings Attended
Smt. Lalitha Kumaramangalam	Chairperson - Non Executive & Independent Director	3
Shri M. K. Sonthalia	Member - Non Executive & Independent Director	3
Shri R. K. Sureka (Resigned w.e.f. 01.08.2021)	Member - Director & CEO	1
Shri M. Mahadevan	Member - Non Executive & Independent Director	3
Shri Gaurav Goenka (Appointed w.e.f. 01.08.2021)	Member - Joint Managing Director	1

The Heads of Finance Function and Internal Audit are permanent invitees to the Meeting. The Statutory Auditors are also invited and the partner(s) of the Statutory Auditors attend the meetings. Minutes of each Audit Committee Meeting are placed before the Board and are noted in the subsequent Board Meeting.

The terms of reference of the Audit Committee include matters specified in the Companies Act, 2013, Rules made thereunder, the SEBI Listing Regulations. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise, or obtain legal or other professional advice from external sources, whenever required. The brief terms of reference of the Audit Committee include:

- Review of the Company's financial reporting process and financial statements.
- Review of accounting and financial policies and practices.
- Review of internal control and internal audit systems and their adequacy & stiff arrangement.
- Discussion with Internal Auditors on any significant findings and follow-up thereon.
- Reviewing the Company's financial and risk management policies and mitigation.
- Reviewing the Quarterly and Annual Financial Statements before submission to the Board.
- Recommending the appointment and removal of Statutory Auditors, audit fee and payment for any other services.
- To discuss post-audit observations with the statutory auditors.
- To review the compliance of all statutes as applicable to the company and to review the legal cases filed by or against the company.
- To frame and to review Risk Management Policy.
- To review forex exposure.

4 Nomination and Remuneration Committee

The Company has a duly constituted Nomination and Remuneration Committee of the Board of Directors in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee consists of Smt. Lalitha Kumaramangalam (Chairperson), Shri M. Mahadevan, Shri N. Gopalaswamy and Shri M. K. Sonthalia.

During the year ended 31st March, 2022, two meetings of the Nomination and Remuneration Committee were held on 22nd June, 2021 and 31st July, 2021. The details of the constituents and attendance of the members at the Nomination and Remuneration Committee meeting are as follows:



Name of Members	Designation	No. of Meetings Attended
Smt. Lalitha Kumaramangalam	Chairperson - Non Executive & Independent Director	-
Shri M. K. Sonthalia	Member - Non Executive & Independent Director	2
Shri N. Gopalaswamy	Member - Non Executive & Independent Director	2
Shri M. Mahadevan	Member - Non Executive & Independent Director	1

The Committee acts as a link between the Management and the Board of Directors. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise or obtain legal or other professional advice from external sources, whenever required. The brief description of the terms of reference for the Nomination and Remuneration Committee include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management;
- Formulation of criteria for performance evaluation of Independent Directors and the Board of Directors;
- Devising a policy on Board succession and diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management positions in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Recommendation to the Board, all remuneration, in whatever form, payable to the Directors or Senior Management.

Performance Evaluation Criteria for Independent Directors

The criteria for performance evaluation of Independent Directors include:

- Attendance at the meetings;
- Preparedness and active participation in meetings;
- Staying updated on developments;
- Constructive contribution made in the meetings;
- Being objective and protecting interest of all shareholders;
- Engaging as well as challenging Management without being confrontational or obstructionist;
- Ensuring integrity of financial statements/internal controls;
- Fulfilment of the independence criteria (as specified in the Listing Regulations) and independence from the Management.

5 Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee of the Board of Directors is in compliance with the provisions of Section 178(5) of the Act and Regulation 20 of the SEBI Listing Regulations. The Stakeholders Relationship Committee consists of two Executive Directors namely, Shri S. S. Poddar, Shri Gaurav Goenka & Shri R. K. Sureka (upto 31st July, 2021), and Non -Executive Directors namely, Smt. Lalitha Kumaramangalam (Chairperson) & Smt. Mahima P. Agarwal.



Smt. Lalitha Kumaramangalam, Independent Director is the Chairperson of the Committee and Shri Navin Jain, AVP (Legal) & Company Secretary is the Compliance Officer of the Company.

During the year ended 31st March, 2022, fourteen meetings of the Stakeholders Relationship Committee were held on 23rd June, 2021, 4th August, 2021, 31st August, 2021, 9th September, 2021, 25th October, 2021, 5th November, 2021, 19th November, 2021, 2nd December, 2021, 13th December, 2021, 31st December, 2021, 11th January, 2022, 17th January, 2022, 10th February, 2022 and 29th March, 2022. The details of the attendance of the members at Stakeholders Relationship Committee and constituents of the Committee are as follows :

Name of Members	Designation	No. of Meetings Attended
Smt. Lalitha Kumaramangalam	Chairperson - Non Executive & Independent Director	5
Smt. Mahima P. Agarwal	Member - Non Executive Director	14
Shri S. S. Poddar	Member - Managing Director	13
Shri Gaurav Goenka	Member - Joint Managing Director	12
Shri R. K. Sureka (Resigned w.e.f. 01.08.2021)	Member- Director & CEO	0

Details of Pending Complaints

Complaint Received from	No. of Complaints Received	No. of Complaints Pending
SEBI	NIL	NIL
Stock Exchanges	NIL	NIL
Investors	6	NIL
Govt. Authorities	NIL	NIL

All complaints received during the year 2021-22 were attended and resolved satisfactorily. There was no complaint pending as on 31st March, 2022.

The Committee, in addition to considering share transfer matters, also oversees redressal of shareholders' and investors' complaints/grievances and recommends measures to improve the level of investor services, besides discharging such other related functions, which may be referred to by the Board from time to time. Your company is making all attempts to ensure that correspondences are expeditiously attended to the full satisfaction of the Shareholders.

6 Risk Management Committee

The Company does not fall under the provisions of Regulation 21 of the SEBI Listing Regulations, hence, the Board of Directors has not constituted the Risk Management Committee. However, the Audit Committee and the Board of Directors identify, evaluate and mitigate the risks associated with the Company from time to time.

7 Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility Committee ('CSR Committee') of the Board constituted pursuant to the provisions of Section 135 of the Companies Act, 2013. The CSR Committee consists of two Executive Directors namely, Shri S. S. Poddar (Chairperson), Shri Gaurav Goenka and one Non-Executive Director namely, Smt. Lalitha Kumaramangalam. The Committee met 3 times during the financial year ended 31st March, 2022.

During the year ended 31st March, 2022, three Meetings of the CSR Committee were held on 26th June, 2021, 5th November, 2021 and 17th January, 2022. The details of the attendance of members and the constituents of the Committee are as follows:



Name of Members	Designation	No. of Meetings Attended
Shri S. S. Poddar	Chairperson - Managing Director	3
Smt. Lalitha Kumaramangalam	Member - Non-Executive & Independent Director	3
Shri Gaurav Goenka	Member - Joint Managing Director	2

Terms of Reference of CSR Committee

The Committee shall act in accordance with the terms of reference which, inter alia, include:

- Formulation and recommendation to the Board, a CSR Policy which will define the focus areas and indicate the activities to be undertaken by the Company under the CSR domain;
- Recommendations to the Board, any necessary amendments in the CSR Policy from time to time;
- Formation of the Annual Action Plan, monitoring of the budget under the CSR activities of the Company; and
- Accomplishing various CSR projects of the Company independently or through intermediary agencies, as the case may be.

8 Performance Evaluation Committee

The Performance Evaluation Committee consists of Smt. Lalitha Kumaramangalam, Shri M. Mahadevan, Shri N. Gopalaswamy and Shri Manoj Kumar Sonthalia. The Committee met once during the financial year ended 31st March, 2022. During the year ended 31st March, 2022, a meeting of the Performance Evaluation Committee was held on 31st July, 2021. The details of the attendance of members and constituents of the Committee are as follows:

Name of Members	Designation	No. of Meetings Attended
Shri M. K. Sonthalia	Member - Non Executive & Independent Director	1
Shri N. Gopalaswamy	Member - Non Executive & Independent Director	1
Smt. Lalitha Kumaramangalam	Member - Non Executive & Independent Director	-
Shri M. Mahadevan	Member - Non Executive & Independent Director	1

9 Remuneration of Directors

9.1 Remuneration to Executive Directors

The remuneration is paid to the Executive Directors as per the terms and conditions of his appointment/re-appointment and subject to the compliance of applicable provisions of the Act and the Rules made thereunder, read with Schedule V of the Act and approval of the Shareholders.

In case of revision in remuneration, the revised remuneration of Executive Directors is being determined by the Nomination and Remuneration Committee subject to the approval of the Board & the Company in General Meeting and such other authorities as may be necessary, in accordance with the provisions of the Companies Act, 2013, rules and schedules made thereunder.

The details of remuneration paid to the Executive Directors during the year ended 31st March, 2022 are as follows:



(Amount in Rs.)

Particulars	Shri S. S. Poddar, Managing Director	Shri Gaurav Goenka, Joint Managing Director	Shri R. K. Sureka, Director & CEO
Salary and Allowances	1,05,00,000	1,38,00,000	4,11,66,667
Contribution to Provident Fund	10,80,000	10,80,000	3,00,000
Value of other perquisites as per Income Tax Rules	27,72,329	8,70,000	5,00,000
Commission on Profit	-	34,19,813	-
Total (Rs.)	1,43,52,329	1,91,69,813	4,19,66,667

Terms of Contract of Executive Directors

Name of Director	Date of Appointment	Expiry of Contract	Severance Fees	Notice Period
Shri S. S. Poddar	01.10.2019	30.09.2024	-	-
Shri Gaurav Goenka	01.04.2019	30.09.2024 [#]	-	-
Shri R. K. Sureka	01.10.2018	30.09.2021 [*]	-	-

Appointed from 1st April, 2019 to 31st March, 2022 and thereafter, re-appointed from 1st April, 2022 to 30th September, 2024 in the Annual General Meeting held on 8th September, 2021.

* Resigned with effect from 1st August, 2021.

9.2 Remuneration to Non-Executive Directors**(a) Pecuniary relationship or transactions of the Non-Executive Directors**

There was no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company, which has a potential conflict with the organisation's interests.

(b) Criteria for making payments to Non-Executive Directors

The Non-Executive/Independent Directors of the Company are paid remuneration by way of sitting fees. During the year, a sum of Rs. 1,30,000/- was paid to the Non-Executive Directors for Board meetings attended by them, Rs. 45,000/- was paid to the Non-Executive Directors for Audit Committee meetings attended by them and Rs. 15,000/- was paid to the Non-Executive Directors for Performance Evaluation Committee meetings attended by them. No remuneration except sitting fee is paid to the Non-Executive Directors. The Company has not issued any stock options to the Directors.

10 General Body Meetings**Annual General Meetings**

Details of the last three Annual General Meetings of the Company held along with Special Resolutions passed therein are as follows:



Financial Year	Location/Venue	Date	Time (IST)	Details of Special Resolution Passed
2018-2019	Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur.	21.09.2019	10.30 A.M.	1. For appointment of Joint Managing Director for a period of three years. 2. For revision in remuneration and re-appointment of Managing Director for a period of five years. 3. For Managerial Remuneration in excess of the limits specified in Section 197 of the Companies Act, 2013. 4. For re-appointment of Shri M. K. Sonthalia (DIN:00021297) as an independent Director for a further period of five years (second term). 5. For re-appointment of Shri N. Gopalaswamy (DIN: 00017659) as an independent Director for a further period of five years (second term).
2019-2020	Through Video Conference at Regd. Office at RIICO Industrial Area, Sitapura, Jaipur	30.09.2020	11.00 A.M	No Special Resolution was passed.
2020-2021	Through Video Conference at Regd. Office at RIICO Industrial Area, Sitapura, Jaipur.	08.09.2021	11.00 A.M.	1. For payment of overall remuneration as 15% of net profit, over and above an additional remuneration to Shri R. K. Sureka (DIN: 00058043) during the financial year 2021-22. 2. For payment of additional remuneration to Shri R. K. Sureka (DIN: 00058043) as a reward. 3. For re-appointment of Shri M. Mahadevan (DIN: 00786991) as an Independent Director for a further period of five years (second term). 4. For approval of remuneration to Shri Gaurav Goenka (DIN: 00375811) for the remaining period of his appointment from 01.4.2021 to 31.03.2022 and re-appointment as Joint Managing Director from 01.04.2022 to 30.09.2024.

No extra-ordinary general meeting of members of the Company was convened during the financial year 2021-22. No Special Resolution was passed through the Postal Ballot during the financial year 2021-22 and no special resolution is proposed to be conducted through postal ballot.

11 Means of Communication

The Company recognizes communication as a key element to the overall Corporate Governance framework and therefore emphasises on prompt, continuous, efficient and relevant communication to all external constituencies.

Your Company strives to achieve full and timely disclosure of information. For this purpose, the Company:

- Prepares and dispatches through permitted modes, a full version of its Annual Report, despite an abridged version being allowed by the Listing Regulations;
- Submits quarterly, half yearly and annual results of your Company to the National Stock Exchange of India Limited and BSE Limited through their designated web portals and also uploads on Company's website www.poddarpigmentsltd.com in the "Investors" Section. These results are simultaneously published in two



leading newspapers i.e. Business Standard, English Newspaper (all editions) and in Hindi Local Newspaper - Nafa Nuksan (Jaipur edition); and

- (c) Promptly report all material information to both Stock Exchanges on which shares of your Company are listed. During the year ended 31st March, 2022, no presentation was made to the institutional investors or analysts.

12 General Shareholders Information

- 12.1** Annual General Meeting : Thursday, 29th September, 2022 at 11.00 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022
Date, Time and Venue
- 12.2** Financial Calendar (Tentative) Financial Year: 1st April, 2022 to 31st March, 2023
Results for the quarter ending:
June 30, 2022 - Last week of July, 2022
September 30, 2022 - Second week of November, 2022
December 31, 2022 - Second week of February, 2023
March 31, 2023 - Fourth week of May, 2023
- 12.3** Date of Book Closure 23rd September, 2022 to 29th September, 2022
- 12.4** Final Dividend Payment Date 18th October, 2022
- 12.5** Listing on Stock Exchanges and their Code

Name of Stock Exchanges	Code
BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	524570
The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	PODDARMENT
The listing fee for the financial year 2022-23 has already been paid to BSE Ltd. and The National Stock Exchange of India Ltd., Mumbai. The ISIN number INE371C01013 is allotted under NSDL and CDSL for Demat of shares of the Company.	

12.6 Market Price Data : High, Low during each month in Financial Year 2021-2022

Period	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2021	227.50	183.05	227.30	187.00
May, 2021	245.00	209.15	244.80	209.00
June, 2021	286.00	215.00	286.00	216.75
July, 2021	434.00	251.40	433.85	256.50
August, 2021	390.00	306.20	390.00	305.95
September, 2021	388.40	313.65	390.00	313.50
October, 2021	386.75	311.65	390.00	308.05
November, 2021	343.60	271.30	348.00	262.85
December, 2021	339.00	267.95	314.00	270.40
January, 2022	355.50	278.20	359.00	278.10
February, 2022	343.00	252.70	342.40	252.95
March, 2022	330.00	257.90	328.00	256.40



12.7 Performance in comparison to Broad based indices such as BSE, Sensex, CRISIL, Index etc.

Not linked to Sensex/Index

12.8 Registrar and Share Transfer Agents

M/s. Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai- 400083
Tel No : 022 49186000
Fax : 022 49186060
Email : rnt.helpdesk@linkintime.co.in

12.9 Shares Transfer System

SEBI has mandated that no share can be transferred in physical mode effective 1st April, 2019. Hence, the Company has stopped accepting any fresh lodgement of transfer of shares in physical form.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/ LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities with effect from 1st April, 2019 (except in case of transmission or transposition of securities) are not processed unless the securities are held in the dematerialised form with the depositories.

Shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions. Trading in equity shares of the Company is permitted only in dematerialised form.

12.10 Reconciliation of Share Capital Audit Report

A Company Secretary in Practice carries out a Reconciliation of Share Capital Audit on a quarterly basis, as per Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 read with SEBI Circular No. D&CC/ FITTC/Cir- 16/2002 dated 31st December, 2002, to reconcile the total admitted capital with depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services Limited ('CDSL') and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

12.11 Distribution of Shareholding as on 31st March, 2022:-

No. of equity shares held	No. of Shareholders	% of total Shareholders	No. of Shares	% of Shareholding
1-500	12240	94.96	1250700	11.79
501-1000	377	2.93	301231	2.84
1001-2000	137	1.06	208994	1.97
2001-3000	47	0.36	120729	1.14
3001-4000	22	0.17	76355	0.72
4001-5000	14	0.11	65977	0.62
5001-10000	19	0.15	138801	1.31
10001 & above	34	0.26	8447213	79.61
Grand Total	12890	100.00	10610000	100.00



Category wise summary of Shareholding as on 31st March, 2022:-

Particulars	No. of Shareholders	% of total Shareholders	No. of Shares	% of Shareholding
Domestic Companies (Promoters)	1	0.01	4502892	42.44
Resident Individuals (Promoters)	4	0.03	2120766	19.99
Resident Individuals (other than Promoters)	12363	95.91	2839329	26.76
Domestic Companies (other than Promoters)	83	0.64	272611	2.57
Non Resident Indians	147	1.14	54763	0.52
Mutual Funds/FIs	2	0.02	25800	0.24
Foreign Portfolio Investors (Corporate)	1	0.01	102353	0.96
Investor Education And Protection Fund	1	0.01	386011	3.64
Others (HUF, LLP, Clearing Members)	288	2.23	305475	2.88
Total	12890	100.00	10610000	100.00

12.12 Unclaimed Dividend

The dividends which remain unclaimed for seven years are transferred to the Investor Education and Protection Fund established by the Central Government under Section 124 of the Companies Act, 2013. Accordingly, the Company transferred the unpaid or unclaimed final dividend for financial year 2013-14 to the Investor Education and Protection Fund (IEPF) on 4th October, 2021.

Shareholders, who have not claimed their dividend till date for the following period, may approach us or our registrar for issue of duplicate warrants/demand drafts in place of the dividend warrant.

(Amount in Rs.)

Financial Year	Type of dividend	Date of declaration	Amount outstanding as on 31 st March, 2022	Due for transfer on
2014-15	Final	11.09.2015	16,37,979	18.10.2022
2015-16	Interim	15.03.2016	16,08,033	22.04.2023
2016-17	Interim	12.02.2017	16,74,303	19.03.2024
2016-17	Final	28.09.2017	6,99,941	05.11.2024
2017-18	Final	20.09.2018	30,14,343	27.10.2025
2018-19	Final	21.09.2019	15,73,440	28.10.2026
2020-21	Final	08.09.2021	8,31,746	15.10.2027

12.13 Dematerialization of shares & liquidity

As on 31st March, 2022, 95.74% equity shares of your Company are in Dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited as compared to 95.38% in the previous year.



12.14 Outstanding GDR/ADR/Warrants or any Convertible Instruments, Conversion date and likely impact on equity

The Company has not issued any GDR/ADR /warrants or any convertible instruments.

Commodity Price Risks or Foreign Exchange Risk and Hedging Activities

The Company does not trade in the Commodities and has internally managed the foreign exchange risk including hedging to the extent considered necessary.

12.15 Plant Locations

1. Sitapura, Jaipur

E-10,11, F-14 to 16, RIICO Industrial Area, Sitapura, Jaipur - 302022

2. Chaksu, Jaipur

Greater Sitapura Industrial Park, National Highway 12 (Jaipur-Tonk Road), Village - Brijpura (Chaksu), Jaipur - 303901

12.16 Address for correspondence

The shareholders may send their communications, queries, suggestions and grievances at the following registered address of the Company:

Mr. Navin Jain

AVP (Legal) & Company Secretary,

E-10,11, F-14 to 16, RIICO Industrial Area, Sitapura, Jaipur - 302 022

The shareholders may also email their queries, suggestions and grievances at jaipur@poddarpigmentsltd.com.

12.17 List of credit Ratings obtained by the Company

During the year under review, the Company retained its credit ratings and the rating is A/Stable/A1, assigned by CRISIL for its working capital borrowings, which signifies a strong degree of safety concerning timely payments. During the year under review, the Company has not issued any debt instrument or any fixed deposit programme.

13 Other Disclosures

13.1 Disclosure of Material Related Party Transactions

All related party transactions that were entered into during the financial year under review were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions during the year which may have a potential conflict with the interest of the Company at large.

Details of transactions with related parties as specified in Indian Accounting Standards (INDAS 24) have been reported in the Financial Statements. The Audit Committee approves the related party transactions, from the perspective of fulfilling the criteria of meeting arm's length pricing and being transacted in the ordinary course of business. The detailed Policy on Related Party Transactions is available on the website of the Company at www.poddarpigmentsltd.com.

13.2 Details of non-compliance

During the financial year, the Company has complied with all the requirements of the Stock Exchange(s), SEBI or any other statutory authority on all matters related to capital markets. There was no non-compliance, penalties or strictures imposed on the Company by the Stock Exchange(s) or the Board or any other statutory authority.



13.3 Vigil Mechanism/Whistle Blower Policy	The Company has set up a Vigil Mechanism viz. a Whistle Blower Policy, as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable its employees and Directors to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism also provides for adequate safeguards against victimisation of the persons using the mechanism and provides direct access to the Chairperson of the Audit Committee. None of the Whistle Blowers was denied access to the Audit Committee of the Board.
13.4 Details of compliance with mandatory requirements and adoption of non-mandatory/discretionary requirements	The Company has complied with all mandatory requirements of corporate governance as specified under SEBI Listing Regulations and also complied with few non-mandatory/discretionary requirements as specified in Part E of Schedule II of the SEBI Listing Regulations.
13.5 Web-link of policy for determining material subsidiary	The Company does not have any subsidiary.
13.6 Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A) of SEBI Listing Regulations	During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement as specified under regulation 32(7A) of SEBI Listing Regulations.
13.7 Key Managerial Personnel and Senior Management Personnel Certification	Shri Gaurav Goenka, Joint Managing Director, Shri B. K. Bohra, Chief Financial Officer and Shri Navin Jain, AVP (Legal) & Company Secretary of the Company have furnished the annual certification on financial reporting and internal controls for the financial year 31 st March, 2022, to the Board in terms of the SEBI Listing Regulations, which forms part of this report as Annexure-I.
13.8 Certificate from a Company Secretary in Practice	Certificate from Shri Babu Lal Patni, Company Secretary in Practice, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs, or any such other Statutory Authority, as stipulated under Regulation 34 of the SEBI Listing Regulations is attached to this Report as Annexure-II.
13.9 Acceptance of recommendation of any committee of the Board which is mandatorily required, in the relevant financial year	The Board has accepted all the recommendations of the committees.
13.10 Fees paid to the Statutory Auditors	The Company has paid a consolidated sum of Rs. 3,00,000/- to M/s. M. L. Garg & Co., Statutory Auditors towards Audit Fee for the financial year 2021-22.
13.11 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	During the year, no complaint was received and pending pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



13.12 Loans and Advances in the nature of loans to firms/companies in which Directors are interested by name and amount

No loans and advances were given in the nature of loans to firms/ companies in which Directors are interested, during the financial year under review.

13.13 Disclosure of Non-Compliance of any Requirement of Corporate Governance Report, with Reasons

The Company has complied with and disclosed all the mandatory corporate governance requirements mentioned under sub-para (2) to (10) of part C of Schedule V of the SEBI Listing Regulations.

13.14 Discretionary Requirements

The discretionary requirements as stipulated in Part E of Schedule II of the SEBI Listing Regulations, have been adopted to the extent and in the manner as stated under the appropriate headings in this Corporate Governance Report.

13.15 Compliance with Corporate Governance

The Company has complied with the Corporate Governance Requirements specified under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. Your Company has obtained a certificate from Statutory Auditors, certifying compliance with conditions of Corporate Governance, as prescribed under Regulation 34 of the SEBI Listing Regulations, which forms part of this Report as Annexure-III.

For and on behalf of the Board of Directors

Place : Chennai

Date : 31st July, 2022

S/d

M. K. Sonthalia

Director

(DIN: 00021297)

S/d

Gaurav Goenka

Joint Managing Director

(DIN: 00375811)



KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL CERTIFICATE

The Board of Directors,
Poddar Pigments Limited,
Jaipur

We, to the best of our knowledge and belief, certify that:-

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2022 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal, or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

S/d

Navin Jain

AVP (Legal) & Company Secretary

S/d

B. K. Bohra

CFO

S/d

Gaurav Goenka

Joint Managing Director

Place : New Delhi

Date : 26th May, 2022

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulation, 2015)

To,
The Members of
Poddar Pigments Limited
E-10-11, F-14-16 RIICO Industrial Area,
Sitapura, Jaipur 302022

I have examined the relevant registers, records, forms, returns, declarations and disclosures received from the Directors of Poddar Pigments Limited having CIN L24117RJ1991PLC006307 and having registered office at E-10-11, F-14-16 Riico Industrial Area, Sitapura, Jaipur 302022 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr.No.	Name of Director	DIN	Date of appointment in Company
1.	Mr NAGARAJAN GOPALASWAMY	00017659	01/07/1994
2.	Mr MANOJ KUMAR SONTALIA	00021297	28/02/1994
3.	Mr SHIV SHANKAR PODDAR	00058025	28/02/1994
4.	Mr GAURAV GOENKA	00375811	28/05/2016
5.	Mr MAHADEVAN	00786991	17/06/2016
6.	Ms MAHIMA PODDAR AGARWAL	03588809	25/07/2011
7.	Ms LALITHA KUMARAMANGALAM	08259526	18/10/2018

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata

Dated: 10th May, 2022

S/d

Name of the Company Secretary in Practice: BABU LAL PATNI

FCS : 2304

C. P. No. : 1321

UDIN : F00230D000293936



INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Poddar Pigments Limited

1. We, **M.L. Garg & Company, Chartered Accountants**, the Statutory Auditors of **Poddar Pigments Limited** (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Management's Responsibility

2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.
4. We have examined relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which required that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control of Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2022.
7. We 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 M.L. Garg & Co.,
Chartered Accountants
FRN 001604N**

S/d
(M.L. Garg)
Partner

Place : New Delhi
Date : 31st July, 2022

M.No. 008850
UDIN:22008850ANYPRA1709



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PODDAR PIGMENTS LIMITED

I. Report on the Audit of the Financial Statements FOR THE YEAR ENDED 31st MARCH, 2022

1. Opinion

- A. We have audited the accompanying Financial Statements of **Poddar Pigments Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2022, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the 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 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 independent requirements that are relevant to our audit of the 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 Financial Statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matter which is required to be described as key audit matter to be communicated in our report.

4. Information Other than the Financial Statements and Auditor's Report Thereon

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon. Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



5. Management's Responsibility for the Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. 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.

The Board of Directors are responsible for overseeing the Company's with reference to financial statements process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

- A. 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.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - B. 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.
 - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - D. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended.
 - E. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - F. 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 A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.



H. 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 litigations on its financial position in its 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 delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv)
 - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly end or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
 - (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material misstatement.
- v) The dividend declared or paid during the year by the company is in compliance with section 123 of the Act.

2. As required by the Companies (Auditors Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place : New Delhi
Date : 26th May, 2022

For M.L. Garg & Co.
Chartered Accountants
FRN 001604N

S/d
(M.L. Garg)
Partner
M. No. 008850
UDIN:22008850AJQW1959



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PODDAR PIGMENTS LIMITED

(Referred to in paragraph (II 1F) under ‘Report on other Legal and Regulatory Requirements’ of our report of even date)

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 with reference to financial statements of **Poddar Pigments Limited** (“the Company”) as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements 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 (the “Guidance Note”) 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with 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 with reference to the financial statements 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 with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, 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 judgement, 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 with reference to the financial statements.

Meaning of Internal Financial Controls with reference to the financial statements

A company’s internal financial control with reference to the financial statements 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 with reference to the financial statements 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 unauthorized 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 with reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, 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 with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as of March 31, 2022, based on the internal financial controls with reference to the financial statements 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 : New Delhi
Date : 26th May, 2022

For M.L. Garg & Co.
Chartered Accountants
FRN 001604N

S/d
(M.L. Garg)
Partner
M. No. 008850
UDIN:22008850AJQW1Q1959



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure "B" referred to in paragraph (II) 2 of our report of even date to the members of **Poddar Pigments Limited** on the Financial Statements for the year ended 31st March, 2022.

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
- (b) The Company has maintained proper records showing full particulars of Intangible Assets.
- (c) As explained to us, physical verification of property, plant and equipment has been carried out by the Company and no material discrepancies were noticed on such verification. There is structured programme for verification to cover the entire assets over a period of 3 years. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- (d) Title deeds of immovable properties of the company are held in the name of the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets during the year.
- (f) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, paragraph of 3(iii)(a) to 3(iii) (f) of the Order are not applicable to the Company.
- (iv) According to the information and explanation given to us, the company has no Investment, Loans and guarantees or security which required compliance of provisions of section 185 and 186 of the Companies Act, 2013, and hence paragraph of 3 (iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year and hence paragraph 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records of the Company under clause (d) of Sub Section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been maintained. We are, however, not required to and have not carried out any detailed examination of such accounts and records with a view to determining whether they are accurate or complete.
- (vii) (a) According to the records examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, Goods & Service tax, duty of custom, cess and other statutory dues wherever applicable .



- (b) According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, there are no dues in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks during the year. The Company has not taken any loans or borrowings from financial institutions and Government.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not obtained term loans during the year. Accordingly, clause 3(ix)(c) is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under Companies Act, 2013) during the year ended 31 March, 2022. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company does not have subsidiaries, joint ventures or associate companies (as defined under the Act). Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of 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. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143 (12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence paragraph 3 (xii) of the Order is not applicable to the Company.



- (xiii) As explained to us and as per the records of the company, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standard.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) During the year, the Company has not entered into any non-cash transaction with Director or person connected with him covered within the meaning of Section 192 of the Act, Hence paragraph 3 (xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanation given to us by the management, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable / paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that at Liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to information and explanation given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant for any projects. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Place : New Delhi
Date : 26th May, 2022

For M.L. Garg & Co.
Chartered Accountants
FRN 001604N

S/d
(M.L. Garg)
Partner
M. NO. 008850
UDIN:22008850AJQW1959



Balance Sheet as at 31st March, 2022

(Rs. in lakhs)

Particulars	Notes No.	As at 31 st March, 2022	As at 31 st March, 2021
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	2	9,798.54	3,424.97
Capital Work In Progress	2	698.77	3,621.04
Intangible Assets	3	30.64	25.81
Financial Assets			
Investments	4	10,995.16	4,857.66
Other Financial Assets	5	91.86	105.83
Other Non-Current Assets	6	55.60	502.10
Total Non Current Assets		21,670.57	12,537.41
CURRENT ASSETS			
Inventories	7	6,247.43	4,322.16
Financial Assets			
Investments	8	1,220.69	4,249.73
Trade receivables	9	5,230.81	4,077.82
Cash and cash equivalent	10	103.85	781.00
Other Bank Balances	11	111.40	117.14
Other Financial Assets	12	33.62	91.80
Current Tax Assets (Net)	13	77.85	58.23
Other Current Assets	14	563.98	489.54
Total Current Assets		13,589.63	14,187.42
Total Assets		35,260.20	26,724.83
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	15	1,061.00	1,061.00
Other Equity	16	30,687.86	23,234.77
Total Equity		31,748.86	24,295.77
NON-CURRENT LIABILITIES			
Deferred Tax Liabilities (net)	17	987.26	359.60
Total Non Current Liabilities		987.26	359.60
CURRENT LIABILITIES			
Financial Liabilities			
Trade payables	18		
Total Outstanding Dues of Micro Enterprises & Small Enterprises		—	—
Total Outstanding Dues of Creditors Other than Micro Enterprises & Small Enterprises		1,494.82	1,191.84
Other-Financial Liabilities	19	831.77	679.14
Provisions	20	7.78	7.78
Other Current Liabilities	21	189.71	190.70
Total Current Liabilities		2,524.08	2,069.46
Total Equity and Liabilities		35,260.20	26,724.83

Company overview, basis of preparation & significant accounting policies & the accompanying notes (Notes no.1 to 41) are integral part of the financial statements.

As per our report of even date

For **M.L. Garg & Company**
Chartered Accountants
ICAI's FRN 001604N

S/d
M.L. Garg
Partner
Membership No. 008850

Place : New Delhi
Date : 26th May, 22

For and on behalf of the Board of Directors

S/d
Navin Jain
AVP (Legal) &
Company Secretary

S/d
B.K. Bohra
Chief Financial Officer

S/d
Gaurav Goenka
Joint Managing Director
DIN: 00375811

S/d
S.S. Poddar
Managing Director
DIN: 00058025



Statement of Profit and Loss for the year ended 31st March , 2022

(Rs. in lakhs)

Particulars	Notes No.	Year Ended 31 st March, 2022	Year Ended 31 st March, 2021
INCOME			
Revenue from operations (Gross)	22	33,589.77	29,451.72
Less- GST		(4,035.84)	(3,381.82)
Revenue from Operations (Net)		29,553.93	26,069.90
Other income	23	457.80	363.81
Total Revenue		30,011.73	26,433.71
EXPENSES			
Cost of materials consumed	24	21,085.60	17,969.99
Changes in inventories of finished good & work-in-progress	25	(359.21)	94.30
Employee benefits expense	26	3,286.48	2,555.70
Finance costs	27	38.18	27.74
Depreciation and amortization expense	2	213.11	210.59
Other expenses	28	2,886.16	2,480.88
Total expenses		27,150.32	23,339.20
Profit/(loss) before tax		2,861.41	3,094.51
Tax expense			
(1) Current tax		617.35	774.80
(2) Deferred tax (Credit)		119.04	(46.05)
Total Tax Expenses		736.39	728.75
Profit for the year		2,125.02	2,365.76
Other Comprehensive Income			
Items that will not be reclassified to profit & loss			
a) Remeasurement of defined benefit obligations		(35.55)	(20.57)
Income tax relating to these items		8.95	5.18
b) Change in fair value of investment in equities carried at fair value through OCI		6,137.50	3,127.93
Income tax relating to these items		(517.56)	-
Other Comprehensive Income for the year, net of tax		5,593.34	3,112.54
Total Comprehensive Income for the year		7,718.36	5,478.30
Earnings per share			
Basic (Rs.)		20.03	22.30
Diluted (Rs.)		20.03	22.30

Company overview, basis of preparation & significant accounting policies & the accompanying notes (Notes no.1 to 41) are integral part of the financial statements.

As per our report of even date

For **M.L. Garg & Company**
Chartered Accountants
ICAI's FRN 001604N

S/d
M.L. Garg
Partner
Membership No. 008850

Place : New Delhi
Date : 26th May, 22

For and on behalf of the Board of Directors

S/d
Navin Jain
AVP (Legal) &
Company Secretary

S/d
B.K. Bohra
Chief Financial Officer

S/d
Gaurav Goenka
Joint Managing Director
DIN: 00375811

S/d
S.S. Poddar
Managing Director
DIN: 00058025



Statement of Cash Flow for the year ended 31st March, 2022

(Rs. in lakhs)

Particulars	As at 31 st March, 2022	As at 31 st March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Statement of Profit and Loss	2,861.41	3,094.51
Adjustments for:		
Depreciation and impairment of property, plant and equipment	213.11	210.59
Actuarial (loss)/gains on defined benefit obligations	(35.55)	(20.57)
Net (Gain)/Loss on disposal of property, plant and equipment	(3.26)	(0.33)
Unrealized (Gain)/Loss on Exchange-Net	(38.37)	(30.96)
Net (Gain)/Loss on sale of Investments	(91.56)	(69.11)
Interest income	(5.71)	(5.56)
Finance costs	38.18	27.74
(Gain)/Loss on fair valuation of investment through FVTPL	(67.82)	(53.65)
Liabilities written back	(34.45)	(2.93)
Cash generated from operations before working capital changes	2,835.98	3,149.73
Working capital adjustments:		
(Increase)/decrease in trade receivables	(1,119.31)	8.48
(Increase)/decrease in non current financial assets	13.97	-
(Increase)/decrease in current financial assets bank balance other than cash & cash equivalent	5.74	13.37
(Increase)/decrease in non current assets	29.18	(36.60)
(Increase)/decrease in other current financial assets	58.18	8.66
(Increase)/decrease in other current assets	(74.44)	110.98
(Increase)/decrease in inventory	(1,925.27)	755.82
Increase/(decrease) in other current financial liabilities	187.08	(54.52)
Increase/(decrease) in other current liabilities	(0.99)	(172.58)
Increase/(decrease) in trade payables	307.67	(467.22)
Increase/(decrease) in non current provisions	-	(98.35)
Cash generated from operations	317.79	3,217.77
Income tax paid	636.97	792.56
Net cash flows from operating activities (A)	(319.18)	2,425.21
B. CASH FLOW FROM INVESTING ACTIVITY		
Proceeds from sale of Property, Plant and Equipment	4.01	0.81
Purchase of Property, Plant and Equipment	(3,239.93)	(1,825.74)
Purchase of Intangibles Assets	(12.74)	-
(Purchase)/Sale of current investment	3,188.43	(838.60)



Particulars	(Rs. in lakhs)	
	As at 31 st March, 2022	As at 31 st March 2021
Interest received	5.71	5.56
(Purchase)/Sale of non-current investments	-	8.00
Net cash flows used in investing activities (B)	(54.52)	(2,649.97)
C. CASH FLOW FROM FINANCING ACTIVITY		
Interest Paid	(38.18)	(27.74)
Dividends paid to equity holders	(265.27)	-
Net cash flows from/(used in) financing activities (C)	(303.45)	(27.74)
Net increase in cash and cash equivalents (A+B+C)	(677.15)	(252.50)
Cash and cash equivalents at the beginning of the year	781.00	1,033.50
Cash and cash equivalents at the year end	103.85	781.00

Notes:

- (i) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- (ii) Cash and cash equivalent includes:
- | | | |
|--|---------------|---------------|
| In Bank Account including cash in hand | 38.29 | 182.94 |
| In EEFC Account | 65.56 | 598.06 |
| Cash and cash equivalents at year end | 103.85 | 781.00 |
- (iii) Previous year figures have been regrouped / rearranged to make them comparable, wherever considered necessary, with those of the current year.

As per our report of even date

For M.L. Garg & Company
Chartered Accountants
ICAI's FRN 001604N

S/d
M.L. Garg
Partner
Membership No. 008850

Place : New Delhi
Date : 26th May, 22

For and on behalf of the Board of Directors

S/d
Navin Jain
AVP (Legal) &
Company Secretary

S/d
B.K. Bohra
Chief Financial Officer

S/d
Gaurav Goenka
Joint Managing Director
DIN : 00375811

S/d
S.S. Poddar
Managing Director
DIN: 00058025



STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2022

A. Equity Share Capital

For the year ended 31st March, 2022

(Rs. in lakhs)

Balance as at 1 st April, 2021	Changes in equity share capital during the year	Balance as at 31 st March, 2022
1,061.00	-	1,061.00

For the year ended 31st March, 2021

(Rs. in lakhs)

Balance as at 1 st April 2020	Changes in equity share capital during the year	Balance as at 31 st March 2021
1,061.00	-	1,061.00

B. Other Equity

For the year ended 31st March, 2022

(Rs. in lakhs)

Particulars	Reserve and surplus			Remeasurement of Defined Benefit Plan	Equity Instruments through OCI	Total
	Capital Redemption Reserve	General Reserve	Retained Earnings			
Balance at the beginning of the 1 st April, 2021	159.00	18,991.90	665.75	(0.00)	3,418.12	23,234.77
Profit for the period	-	-	2,125.02	-	-	2,125.02
Other comprehensive income	-	-	-	(26.60)	5,619.94	5,593.34
Total Comprehensive Income for the Year	159.00	18,991.90	2,790.77	(26.60)	9,038.06	30,953.13
Final dividend	-	-	(265.27)	-	-	(265.27)
Transferred to retained earnings	-	-	(26.60)	26.60	-	-
Transferred to General Reserve	-	1,803.70	(1,803.70)	-	-	-
Balance as at 31st March, 2022	159.00	20,795.60	695.20	(0.00)	9,038.06	30,687.86

For the year ended 31st March, 2021

(Rs. in lakhs)

Particulars	Reserve and surplus			Remeasurement of Defined Benefit Plan	Equity Instruments through OCI	Total
	Capital Redemption Reserve	General Reserve	Retained Earnings			
Balance at the beginning of the 1 st April, 2020	159.00	16,976.00	323.28	-	298.19	17,756.47
Profit for the period	-	-	2,365.76	-	-	2,365.76
Other comprehensive income	-	-	-	(15.39)	3,127.93	3,112.54
Total Comprehensive Income for the Year	159.00	16,976.00	2,689.04	(15.39)	3,426.12	23,234.77
Transferred to retained earnings	-	-	(15.39)	15.39	-	-
Gain on sale of equity instrument (Net of tax)	-	-	8.00	-	(8.00)	-
Transferred to General Reserve	-	2,015.90	(2,015.90)	-	-	-
Balance as at 31st March, 2021	159.00	18,991.90	665.75	(0.00)	3,418.12	23,234.77



Notes to the financial statements for the year ended 31st March, 2022

Note No. 1: - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1 Corporate Information

Poddar Pigments Limited (the Company) is a public limited company domiciled in India, incorporated under the provisions of Companies Act, 1956 and presently being governed by the Companies Act, 2013. Its shares are listed on Bombay Stock Exchange and National Stock Exchange of India. The Company is a manufacturer of Color & Additive Master batches for dope dyeing of man-made fibers, various plastic applications.

These financial statement have been authorised for issue with a resolution of the Board of Directors on 26th May, 2022.

2 Basis of preparation

A Statement of Compliance

Company has adopted Indian accounting Standard (Referred to as "Ind AS") as notified by Companies (Indian Accounting Standards) Rules 2015 (as amended) read with Section 133 of the Companies Act, 2013 with effect from 1 April 2017.

For all periods up to and including for the year ended 31 March 2022, the company's financial statements prepared complying in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014.

The accounting policies are applied consistently to all the periods presented in the financial statements.

B Basis of Measurement

The Financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS.

The standalone financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest lakh (₹ 00,000) and two decimals thereof, except as stated otherwise.

C Use of Estimates

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of

contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the same is determined.

D Basis of classification Current and non-current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

3 Significant accounting policies

A Property Plant & Equipment

A.1 Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.

Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress' includes value of Machinery lying at Bonded warehouse as at year end.

The company had applied for the one time transition exemption of all considering the cost of the transition date i.e. 01 April 2016 as the deemed cost under Ind-AS. Hence, regarded thereafter as historical cost.

A.2 Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

A.3 Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from

disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

A.4 Depreciation/amortization

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of Property, Plant and Equipment. Leasehold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment except leasehold land is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013.

B Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

C Intangible assets and intangible assets under development

C.1 Recognition and measurement

Intangible assets are recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

C.2 Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

C.3 Amortization

Intangible assets having definite life are amortized on straight line method in their useful life.

D Inventories

Inventories are valued 'at lower of cost or net realizable value' except stock of residual products and scrap which are valued at net realizable value. The cost is computed on the weighted average basis. In case of finished goods and stock in process, cost is determined by considering material, labour, related overheads and duties thereon.

E Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

F Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

F.1 Financial assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

F.1.1 Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs are attributable to the acquisition or issue of the financial asset, otherwise charged to Statement of Profit & Loss.

F.1.2 Subsequent measurement

Financial assets are subsequently classified and measured at:

- Financial assets at amortised cost.
- Financial assets at fair value through profit and loss (FVTPL).
- Financial assets at fair value through

other comprehensive income (FVOCI).

a) Trade Receivables

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses wherever applicable. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

b) Debt instruments

i) Measured at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

ii) Measured at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii) **Measured at FVTPL (Fair value through profit or loss)**

Debt instruments does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

The Company elects to classify the debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

c) **Equity Instruments**

All investments in equity

instruments measured at fair value.

Equity instrument valued at FVTOCI, and all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment as the company transfers cumulative gain or loss within the equity.

Equity instruments if classified as FVTPL category are measured at fair value i.e. at NAV with all changes recognized in the profit and loss.

F.1.3 **Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the asset.

F.1.4 **Impairment of Financial Asset**

Expected credit losses are recognized for all financial assets subsequent to initial recognition in Statement of Profit & Loss other than financials assets in FVTPL category.

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide impairment loss. However, If credit risk is increased significantly, lifetime ECL is used.

If, in a subsequent period, credit quality of the instrument improves such that



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-Month ECL.

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

F.2 Financial liabilities

F.2.1 Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

F.2.2 Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

F.2.3 Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

F.3 Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

G. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

H Impairment of Non-Financial Assets

The Company, in accordance with the Indian Accounting Standard (Ind AS) 36 "Impairment of Assets", has adopted the practice of assessing at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, then the company provides for the loss for impairment of Assets after estimating the recoverable amount of the assets.

I Provisions & Contingent Liabilities

(i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

(ii) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

J Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and it is probable that future economic benefits will flow to the entity. Amount of sales are net of goods and service tax, sale returns, trade discounts and rebates but inclusive of excise duty.

Revenue from sale of products is recognized when the significant risks and rewards of ownership of the products have been transferred to the buyer, and the amount of revenue can be measured reliably.

Company continues to account for export benefits on accrual basis based upon the concept of accrual in the year of utilisation of advance licences.

Dividend income is recognized when the right to receive the income is established.

Interest income is recognised, when no significant uncertainty as to measurability or collectibility exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

K Foreign Currency Conversions/ Transactions

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognised in the Statement of Profit and Loss.

L Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

a) Current Tax

Current tax expense is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of Income Tax Act, 1961 and judicial interpretations thereof as at the Balance Sheet date and takes into consideration various deductions and exemptions to which the Company is entitled to as well as the reliance placed by the Company on the legal advices received by it.

b) Deferred Tax

Deferred tax charge or credit reflects the tax effects of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably certain (as the case may be) to be realized.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the

deferred tax liabilities relate to taxes on income levied by the same governing taxation law.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In that case, the tax is recognised in other comprehensive income or directly in equity, respectively.

M Employee Benefits

(i) Defined Contribution Plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

(ii) Defined Benefit Plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Other short term absences are provided based on past experience of leave availed.

Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

All other expenses related to defined



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses.

N Borrowing Cost

General and Specific Borrowing Cost that are directly attributable to the acquisition or construction or production of qualifying assets are capitalized as part of the cost of such assets upto the date when such assets are ready for intended use. Qualified assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are charged as expenses in the year in which they are incurred.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalisation.

O Earning Per Share

Basic Earning Per Share is calculated by dividing the net profit for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

P Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use

of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the period of lease term.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate of the company.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

Q Research & Development

Research and development costs are recognized as expense in the period in which it is incurred.

The company does not incur any development expenditure which are eligible for capitalisation under Para 57 of Ind AS 38.

R Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows'.

Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 2 : NON CURRENT ASSETS : PROPERTY, PLANT AND EQUIPMENT

TANGIBLE ASSETS

As at 31st March, 2022

(Rs. in lakhs)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
	As at 1 st April 2021	Additions	Disposals	As at 31 st March, 2022	As at 1 st April 2021	Depreciation charged during the year	Deductions	As at 31 st March, 2022	Net Carrying Amount as on 31.03.22	Net Carrying Amount as on 31.03.21
Leasehold Land	44.24	-	-	44.24	2.95	0.59	-	3.54	40.70	41.29
Freehold Land	1,196.77	-	-	1,196.77	-	-	-	-	1,196.77	1,196.77
Factory Buildings	324.57	2,269.66	-	2,594.23	73.53	16.90	-	90.43	2,503.80	251.04
Non Factory Building	577.65	758.52	-	1,336.17	53.72	12.26	-	65.98	1,270.19	523.93
Plant and Machinery	2,262.94	2,746.20	0.07	5,009.07	1,059.67	127.72	0.06	1,187.33	3,821.74	1,203.27
Electrical Installation	-	587.65	-	587.65	-	1.38	-	1.38	586.27	-
Furniture and Fittings	104.45	58.02	-	162.47	61.66	6.63	-	68.29	94.18	42.79
Vehicles	219.42	114.78	12.77	321.43	72.49	32.29	12.13	92.65	228.78	146.93
Office Equipments	58.36	44.69	0.43	102.62	39.41	7.43	0.33	46.51	56.11	18.95
Total	4,788.40	6,579.52	13.27	11,354.65	1,363.43	205.20	12.52	1,556.11	9,798.54	3,424.97
Capital Work-in-Progress	3,621.04	(2,922.27)	-	698.77	-	-	-	-	698.77	3,621.04
Total	8,409.44	3,657.25	13.27	12,053.42	1,363.43	205.20	12.52	1,556.11	10,497.31	7,046.01

TANGIBLE ASSETS

As at 31st March 2021

(Rs. in lakhs)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK			
	As at 1 st April 2020	Additions	Disposals	As at 31 st March, 2021	As at 1 st April 2020	Depreciation charged during the year	Deductions	As at 31 st March, 2021	Net Carrying Amount as on 31.03.21	Net Carrying Amount as on 31.03.20
Leasehold Land	44.24	-	-	44.24	2.36	0.59	-	2.95	41.29	41.88
Freehold Land	1,196.77	-	-	1,196.77	-	-	-	-	1,196.77	1,196.77
Factory Buildings	324.57	-	-	324.57	58.40	15.13	-	73.53	251.04	266.17
Non Factory Building	577.65	-	-	577.65	42.96	10.76	-	53.72	523.93	534.69
Plant and Machinery	2,251.30	11.64	-	2,262.94	922.17	137.50	-	1,059.67	1,203.27	1,329.12
Furniture and Fittings	102.13	2.32	-	104.45	51.98	9.68	-	61.66	42.79	50.15
Vehicles	190.48	32.76	3.82	219.42	52.71	23.12	3.34	72.49	146.93	137.77
Office Equipments	52.54	5.90	0.08	58.36	32.95	6.54	0.08	39.41	18.95	19.59
Total	4,739.68	52.62	3.90	4,788.40	1,163.53	203.32	3.42	1,363.43	3,424.97	3,576.14
Capital Work-in-Progress	804.29	2,816.75	-	3,621.04	-	-	-	-	3,621.04	804.29
Total	5,543.97	2,869.37	3.90	8,409.44	1,163.53	203.32	3.42	1,363.43	7,046.01	4,380.43

Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Notes:

- 2.1 Plant & Machinery and Office Equipment include Rs. 1531.63 Lakhs (P.Y. Rs. 1531.63 Lakhs) being R & D Equipment out of which Rs. Nil (P.Y. Rs. Nil Lakhs) were purchased during the year.
- 2.2 Amount in Plant & machinery included Rs. 87.49 (P.Y. Rs. Nil Lakhs) mandatory Capital Spare capitalised.
- 2.3 **CWIP aging schedule as at 31st March 2022** (Rs. in lakhs)

Capital Work In Progress	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in Progress	310.13	388.64	-	698.77

Note No. 3 : NON CURRENT ASSETS: INTANGIBLE ASSETS

(Rs. in lakhs)

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION			NET BLOCK	
	As at 1 st April 2021	Additions	Disposals	As at 31 st March, 2022	As at 1 st April 2021	Depreciation charged during the year	Deductions	As at 31 st March, 2022	Net Carrying Amount as on 31.03.21
Computer Software	45.50	12.74	-	58.24	19.69	7.91	-	27.60	25.81
Total	45.50	12.74	-	58.24	19.69	7.91	-	27.60	25.81

NON CURRENT ASSETS: INTANGIBLE ASSETS

(Rs. in lakhs)

Particulars	GROSS BLOCK				ACCUMULATED DEPRECIATION			NET BLOCK	
	As at 1 st April 2020	Additions	Disposals	As at 31 st March, 2021	As at 1 st April 2020	Depreciation charged during the year	Deductions	As at 31 st March, 2021	Net Carrying Amount as on 01.04.20
Computer Software	45.50	-	-	45.50	12.49	7.20	-	19.69	33.01
Total	45.50	-	-	45.50	12.49	7.20	-	19.69	33.01





Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 4 : NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(Rs. in lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Equity Instruments (fully paid-up-unless otherwise stated)		
Quoted (designated at fair value through other comprehensive income)		
50,00,000 Nos (P.Y. 50,00,000 Nos.) Equity Share of Rs. 10/- of Hindustan Oil Exploration Company Limited	10,995.00	4,857.50
	<u>10,995.00</u>	<u>4,857.50</u>
Investment in Government Securities		
Unquoted (measured at amortised cost)		
6 Years National Savings Certificates	0.16	0.16
	<u>0.16</u>	<u>0.16</u>
TOTAL	10,995.16	4,857.66
Aggregate amount of Quoted Investments (Cost)	1,439.38	1,439.38
Aggregate amount of Quoted Investment (Market Value)	10,995.00	4,857.50
Aggregate amount of Unquoted Investment	0.16	0.16

Note 4.1 Investment has been valued as per accounting policy as mentioned in para F.1.2c.

Note No. 5 : NON CURRENT ASSETS - OTHER FINANCIAL ASSETS

(Rs. in lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Security Deposits	91.86	105.83
Total	91.86	105.83

Note No. 6 : NON CURRENT ASSETS - OTHER NON CURRENT ASSETS

(Rs. in lakhs)		
Particulars	As at March 31, 2022	As at March 31, 2021
Capital Advances	42.15	459.47
Advances other than Capital Advances :		
Advance against supply of Goods and Services	0.31	28.55
Balances with Government & Statutory Authorities	5.66	5.66
Others	7.48	8.42
Total	55.60	502.10



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 7 : CURRENT ASSETS - INVENTORIES

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Raw Materials	4,463.66	2,951.30
Work-In-Progress	299.69	200.01
Finished Goods	930.41	670.88
Consumable Stores	553.67	499.97
Total	6,247.43	4,322.16

Note No. 8 : CURRENT FINANCIAL ASSETS - INVESTMENT

(Rs. in lakhs)

Particulars	Number of Unit Current year/ (previous year)	As at March 31, 2022	As at March 31, 2021
Unquoted (measured at fair value through profit or loss)			
Investment in Mutual Fund			
SBI - Banking & PSU Fund-Regular Plan-Growth	10,999.14 (10,999.14)	280.30	269.58
UTI Treasury Advantage Fund-Institutional Plan-Growth	22,293.17 (22,293.17)	636.75	583.11
Nippon India Equity Hybrid Fund - Segregated portfolio-1-Monthly dividend Plan	1,699,554.57 (1,699,554.57)	0.17	0.17
Nippon India Equity Hybrid Fund - Segregated portfolio-2-Monthly dividend Plan	-	-	-
SBI Short Term Debt Fund Regular Growth	- (11,369,535.55)	-	2,844.91
SBI-Saving Fund Regular-Growth	- (1,694,629.02)	-	551.96
SBI floating rate debt Fund Regular Growth	8,110,159.00 (-)	303.47	-
Total		1,220.69	4,249.73
Aggregate amount of Unquoted Investment (Cost)		1,000.02	4,096.93
Aggregate amount of Unquoted Investment (NAV)		1,220.69	4,249.73

Note no 8.1 Investment have been Valued as per Accounting Policy of the Company as mentioned in F.1.2c.

Note no 8.2 Investment are Unquoted and valued at Net Assets Value.

Note no 8.3 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 9 : CURRENT FINANCIAL ASSETS - TRADE RECEIVABLE

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Receivables		
a) Trade Receivable considered good- Secured	1,131.67	1,089.94
b) Trade Receivable considered good- Unsecured	4,099.14	2,987.88
Total	5,230.81	4,077.82

Trade Receivables aging schedule

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	5,172.12	22.82	1.24	12.22	0.01	5,208.41
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	1.88	20.52	-	22.40
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Total	5,172.12	22.82	3.12	32.74	0.01	5,230.81

Note No. 10 : CURRENT FINANCIAL ASSET- CASH AND CASH EQUIVALENT

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Balances With Banks :		
In Current/Cash Credit Account	38.29	182.94
EEFC Account	65.56	598.06
Total	103.85	781.00



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 11 : CURRENT FINANCIAL ASSET- BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Bank balance in Unpaid Dividend Account	110.40	117.14
Deposit exceeding 3 months	1.00	-
Total	111.40	117.14

Note No. 12 : CURRENT FINANCIAL ASSET- OTHER CURRENT FINANCIAL ASSETS

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance recoverable in cash or kind or for value to be received		
Discount & Commission Receivable	0.67	53.13
Misc. Receivable	13.99	14.95
Advance to Employee (Refer Note no 12.1)	5.74	5.62
Security Deposit with Shipping Line	7.70	11.50
Other Claims Receivable	5.52	6.60
Total	33.62	91.80

Note No. 12.1 Advance given to employees are measured at amortised cost.

Note No. 13 : CURRENT ASSETS - CURRENT TAX ASSETS (NET)

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance Tax	3,868.37	3,245.27
Tax deducted at Source	36.28	22.41
Less: Provision For Tax	(3,826.80)	(3,209.45)
Total	77.85	58.23

Note No. 14 : CURRENT ASSET- OTHER CURRENT ASSETS

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Advances to Suppliers	43.42	96.11
Statutory and Other Receivables	492.04	381.61
Others	28.52	11.82
Total	563.98	489.54



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 15 : EQUITY SHARE CAPITAL

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Authorised Share Capital		
1,25,00,000 (Previous year 1,25,00,000) Equity Shares of Rs. 10/- each	1,250.00	1,250.00
	1,250.00	1,250.00
Issued, Subscribed and Paid-up Share Capital		
1,06,10,000 (Previous year 1,06,10,000) Equity Share of Rs. 10/- each fully paid up	1,061.00	1,061.00
	1,061.00	1,061.00

15.1 Reconciliation of the number of shares at the beginning and at the end of the year

There has been no change/movements in number of shares outstanding at the beginning and at the end of the year.

15.2 Terms/ Rights attached to Equity Shares :

The Company has only one class of issued shares i.e., Ordinary Shares having par value of Rs. 10 per share. Each holder of the Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

15.3 Details of Equity Shareholders holding more than 5% shares in the Company

Name of the Shareholder	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% Holding	No. of Shares	% Holding
GKS Logistics Private Limited	4,502,892	42.44%	4,502,892	42.44%
Kusum Poddar	884,766	8.34%	884,766	8.34%
Mahima Poddar Agarwal	605,000	5.70%	605,000	5.70%
Rochna Poddar	102,000	0.96%	590,000	5.56%

15.4 Details of Equity Shares held by the Promoters at the end of the year

Promoter's Name	As at March 31, 2022			As at March 31, 2021		
	No. of Shares	% Holding	% Change during the Year	No. of Shares	% Holding	% Change during the Year
GKS Logistics Private Limited	4,502,892	42.44%	0.00%	4,502,892	42.44%	0.00%
Kusum Poddar	884,766	8.34%	0.00%	884,766	8.34%	0.00%
Mahima Poddar Agarwal	605,000	5.70%	0.00%	605,000	5.70%	0.00%
Rochna Poddar	102,000	0.96%	-4.60%	590,000	5.56%	0.00%
Shiv Shankar Poddar	529,000	4.99%	4.60%	41,000	0.39%	0.00%



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 16 : OTHER EQUITY

(Rs. in lakhs)			
Particulars	Refer Note No.	As at March 31, 2022	As at March 31, 2021
General Reserve	16.1	20,795.60	18,991.90
Capital Redemption Reserve	16.2	159.00	159.00
Retained Earnings	16.3	695.20	665.75
Other Reserves	16.4	9,038.06	3,418.12
Total		30,687.86	23,234.77

(Rs. in lakhs)			
Particulars		As at March 31, 2022	As at March 31, 2021
16.1 General Reserve			
Balance at the beginning of the year		18,991.90	16,976.00
Add: Transferred from Retained Earnings		1,803.70	2,015.90
Balance at the end of the year		20,795.60	18,991.90
16.2 Capital Redemption Reserve			
Opening Balance		159.00	159.00
Add : Addition during the year		-	-
Balance at the end of the year		159.00	159.00
16.3 Retained Earnings			
Balance at the beginning of the year		665.75	323.28
Add: Profit for the year		2,125.02	2,365.76
Gain on sale of equity instrument		-	8.00
		2,790.77	2,697.04
Less: Appropriation			
Final Dividend		265.27	-
Transferred to General Reserve		1,803.70	2,015.90
		2,068.97	2,015.90
Items of other comprehensive income recognised directly in retained earnings			
Net actuarial gain/(loss) on defined benefit plan, net of tax		(26.60)	(15.39)
Balance at the end of the year		695.20	665.75



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

16.4 Other Reserves

Equity instrument through Other Comprehensive Income

Balance at the beginning	3,418.12	298.19
Add/(Less): Change in Fair Value	5,619.94	3,127.93
Add/(Less): Transferred to retained earnings on disposal of Equity	-	(8.00)
Balance at the end of the year	9,038.06	3,418.12
Total Other Equity	30,687.86	23,234.77

16.5 Events occurring after the Balance Sheet date:

Dividends Proposed to be distributed

The Board has recommended dividend of Rs. 2.50 per share (Previous year Rs. 2.50 per share) payable subject to the approval of shareholders in the ensuing Annual General Meeting. Total outgo on this accounts will be Rs. 265.27 lakhs (previous year Rs. 265.27 lakhs).

Note No. 17 : NON CURRENT LIABILITIES- DEFERRED TAX LIABILITIES (NET)

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Arising on account of :		
Accelerated Depreciation on Property Plant & Equipments including Research & Development Equipments	421.84	329.73
Fair Valuation of Mutual Funds	55.54	38.46
Income tax on Gain in Fair valuation of Equity investments	517.56	-
	994.94	368.19
Less: Deferred Tax Assets		
Arising on account of :		
Section 43B of Income-tax Act, 1961	7.68	8.59
	7.68	8.59
Deferred Tax Liabilities (Net)	987.26	359.60



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 18 : CURRENT FINANCIAL LIABILITIES- TRADE PAYABLES

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade Payables for goods and services		
Total outstanding dues of micro and small enterprises (Refer note 18.1)	-	-
Others - Trade Payables for goods and services	1,494.82	1,191.84
Total	1,494.82	1,191.84

Note no. 18.1 Details of supplier covered under the Micro, Small and Medium Enterprises Development Act, 2006 and which have furnished the information regarding filing of necessary memorandum with appointed authority is as under:-

Particulars	As at March 31, 2022	As at March 31, 2021
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each financial year.	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Trade Payables aging schedule

As at March 31, 2022

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1,469.07	3.54	16.25	5.96	1,494.82
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	1,469.07	3.54	16.25	5.96	1,494.82



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

As at March 31, 2021

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	1176.65	0.18	10.66	4.35	1,191.84
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	1,176.65	0.18	10.66	4.35	1,191.84

Note No. 19 : OTHER CURRENT FINANCIAL LIABILITIES

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Unpaid and unclaimed dividends (Note no. 19.1)	110.40	117.14
Security Deposits Dealer (Unsecured)	85.40	82.75
Security Deposits Other (Unsecured)	145.78	59.49
Employees related Liabilities	63.08	63.28
Discount/Commission Payable	190.69	184.52
Expenses Payable	236.24	171.78
Others	0.18	0.18
Total	831.77	679.14

Note no. 19.1 There are no outstanding dues to be deposited into the Investor Education and Protection Fund as the stipulated period is not yet over.

Note No. 20 : CURRENT LIABILITIES- PROVISION

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Provision for Employee Benefits	7.78	7.78
Total	7.78	7.78

Note No. 21 : CURRENT LIABILITIES- OTHER CURRENT LIABILITIES

(Rs. in lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Statutory dues	40.05	35.95
TDS Payable	58.98	37.45
Others advances from customer	90.68	117.30
Total	189.71	190.70



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 22 : REVENUE FROM OPERATIONS

(Rs. in lakhs)		
Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Sale of Products (Gross) (net of Rebate & Discounts)	33,298.66	29,124.49
Less- GST	(4,035.84)	(3,381.82)
	29,262.82	25,742.67
Other Operating Revenues		
Export Benefits	282.16	318.84
Miscellaneous Sale	8.95	8.39
	291.11	327.23
Total	29,553.93	26,069.90
22.1 Details of Sale of Products		

(Rs. in lakhs)		
Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Special Master Batches	29,254.95	25,666.37
Others	7.87	76.30
Total	29,262.82	25,742.67

22.2 Sales are net of rebate and discounts.

22.3 Miscellaneous sales includes sale of Production Waste.

Note No. 23: OTHER INCOME

(Rs. in lakhs)		
Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Interest Income		
On Others	4.75	4.62
Net Gain/(Loss) on sale of Investments		
On Long-term investments	-	70.31
On Current investments	91.56	69.11
Gain/(Loss) on fair valuation of investment at FVTPL	67.82	53.65
Other Non Operating Income		
Gain on sale/discard of PPE (Net of Loss)	3.26	0.33
Excess Provision/liabilities no longer required written back	34.45	2.93
Net Gain/(Loss) on Foreign currency transaction and translation	218.25	121.76
Insurance and Other Claims (Net)	3.58	15.85
Miscellaneous Income	34.13	25.25
Total	457.80	363.81



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 24 : COST OF MATERIALS CONSUMED

(Rs. in lakhs)		
Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Raw Material Consumed (Refer Note No.- 24.1 & 24.2)	21,085.60	17,969.99
Total	21,085.60	17,969.99

24.1 Details of Raw Material Consumed

(Rs. in lakhs)		
Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Polymer Resins	7,997.44	5,263.71
Pigments	12,285.82	12,025.35
Waxes	615.88	406.07
Others	186.46	274.86
Total	21,085.60	17,969.99

24.2 Details of imported & indigenous raw material consumed:

(Rs. in lakhs)				
Particulars	Year Ended March 31, 2022		Year Ended March 31, 2021	
	Amount	%	Amount	%
Imported	9,398.17	44.57%	7,600.21	42.29%
Indigenous	11,687.43	55.43%	10,369.78	57.71%
Total	21,085.60	100.00%	17,969.99	100.00%

Note No. 25 : (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS

(Rs. in lakhs)		
Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Inventories at the beginning of the year		
Finished Goods	670.88	688.27
Work-In-Progress	200.01	276.92
	870.89	965.19
Inventories at the end of the year		
Finished Goods	930.41	670.88
Work-In-Progress	299.69	200.01
	1,230.10	870.89
Total	(359.21)	94.30



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 26 : EMPLOYEE BENEFITS EXPENSE

(Rs. in lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Salaries ,Wages & Allowances etc.	3,096.32	2,387.15
Contribution to Provident and Other Funds	160.20	139.77
Staff Welfare Expenses & other benefits	29.96	28.78
Total	3,286.48	2,555.70

Note No. 27 : FINANCE COST

(Rs. in lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Interest Expenses		
To Banks on Working Capital Loans	10.03	2.93
On Security Deposits and Others	5.82	7.04
Other Borrowing Costs		
Other Financial Charges	22.33	17.77
Total	38.18	27.74



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 28 : OTHER EXPENSES

(Rs. in lakhs)		
Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Manufacturing Expenses		
Stores, Spare Consumed	147.04	120.28
Packing Material Consumed	139.51	121.41
Power & Fuel	467.76	424.27
Repairs to Buildings	11.61	10.75
Repairs to Machinery	26.70	25.83
Water Charges	6.76	4.55
Other Manufacturing Expenses	6.48	7.27
	805.86	714.36
Selling Expenses		
Commission on Sales	205.84	241.51
Sales Promotion Expenses	23.04	10.08
Transport & Forwarding Expenses	390.87	327.38
	619.75	578.97
R & D Expenses (Refer Note No.- 28.3)	494.47	418.08
Administration Expenses		
Bank Charges	21.69	21.06
Insurance	62.64	57.63
Rent	30.73	27.75
Repairs & Maintenance	32.25	30.98
Rates & Taxes	9.40	7.68
Advertisement	7.00	3.23
Directors' Fees	1.90	2.30
Auditors' Remuneration (Refer Note No.- 28.1)	3.00	3.38
Charity & Donation	-	5.00
Corporate Social Responsibility Expenses (Refer Note No.- 28.2)	60.77	55.92
Travelling Expense	113.47	76.36
Printing & Stationary	8.79	7.76
Legal & Professional Expenses	332.14	197.39
Other Expenses	282.30	273.03
	966.08	769.47
Total	2,886.16	2,480.88



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

28.1 Payment to Statutory Auditors:

(Rs. in lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Audit Fees	3.00	3.00
Reimbursements	-	0.38
Total	3.00	3.38

28.2 Expenditure related to Corporate Social Responsibility (CSR) as per Section 135 of Companies Act, 2013 read with Schedule VII.

(Rs. in lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Total expenditure required to be spent on CSR	60.77	55.90
- Expenditure incurred during the year towards CSR	60.77	55.92
- Unspent amount (Excess spent)	-	(0.02)

Nature of CSR Activities:- Promoting Education, Health care, Animal welfare & Promotion of sanitation & Drinking Water.

28.3 Details of Research & Development Expenses :

(Rs. in lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
Material Consumed	92.84	50.28
Salary, Wages and Bonus	321.68	310.49
Power & Fuel Expenses	40.13	35.57
Others (Net of Sales realisation)	39.82	21.74
Total	494.47	418.08

Note No. 29 : DISCLOSURE AS PER IND AS 2 'INVENTORIES'

Inventory Consumed of Rs. 314.98 Lakhs (PY Rs. 252.68 Lakhs) have been recognised as expense. The details are as under:

(Rs. in lakhs)

Particulars	2021-22	2020-21
Fuel & Oil	28.43	10.99
Packing Material	139.51	121.41
Store & Spares	147.04	120.28
Total	314.98	252.68



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 30 : DISCLOSURE AS PER IND AS 12 'INCOME TAX'

a) Tax Expense

i) The company has opted for income tax rate as applicable under section 115BAA of the Income Tax Act, 1961. Accordingly, the provision for income tax and deferred tax balances have been recorded/remeasured using the tax rate as applicable.

ii) Income Tax recognised in statement of profit & loss.

	(Rs. in lakhs)	
Particulars	31.03.2022	31.03.2021
Current Tax Expenses		
Current year	617.35	774.80
Adjustment for earlier year	-	-
Total current Tax expenses	617.35	774.80
Deferred Tax Expenses	119.04	(46.05)
Total Tax expenses	736.39	728.75

iii) Income tax recognised in other comprehensive income

	(Rs. in lakhs)					
Particulars	March 31, 2022			March 31, 2021		
	Gross amount	Tax (expense)/ Benefit	Net of tax	Gross amount	Tax (expense)/ Benefit	Net of tax
- Net actuarial gain/(loss) on defined benefit plan	(35.55)	8.95	(26.60)	(20.57)	5.18	(15.39)
- Net gain/(loss) on fair value of equity instrument	6,137.50	(517.56)	5,619.94	3,127.93	-	3,127.93

iv) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

	(Rs. in lakhs)	
Particulars	31.03.2022	31.03.2021
Profit before tax	2,861.41	3,094.51
Tax using the domestic tax rate of 25.168% (Previous Year 25.168%)	720.16	779.00
Tax effect of :		
Non deductible tax expenses including effect of deferred tax	68.95	73.69
Deductable tax expenses including weighted deductions	(171.74)	(77.89)
Total tax expenses in the statement of profit and loss	617.37	774.80



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

v) Movement in Deferred Tax Balances

March 31, 2022

(Rs. in lakhs)

Particulars	Net balance 01.04.2021	Recognised in Profit & Loss	Recognised in OCI	Net balance 31.03.2022
Difference in written down value as per the books of accounts and Income Tax	329.73	92.10	-	421.84
Fair valuation of Mutual fund	38.46	17.09	-	55.54
Others	-	-	517.56	517.56
Tax assets/liabilities	368.19	109.19	517.56	994.94
Less : Deferred Tax Assets	(8.59)	0.91	-	(7.68)
Net tax (assets) liabilities	359.60	110.10	517.56	987.26

March 31, 2021

(Rs. in lakhs)

Particulars	Net balance 01.04.2020	Recognised in Profit & Loss	Recognised in OCI	Net balance 31.03.2021
Difference in written down value as per the books of accounts and Income Tax	396.85	(67.12)	-	329.73
Fair valuation of Mutual fund	25.73	12.73	-	38.46
Tax (assets)/liabilities	422.58	(54.39)	-	368.19
Less : Deferred Tax Assets	(11.76)	3.17	-	(8.59)
Net tax (assets)/liabilities	410.82	(51.22)	-	359.60

Note No. 31 : DISCLOSURE AS PER IND AS 19 'EMPLOYEE BENEFIT'

A) Defined benefits plan

Gratuity

The company has a defined benefit gratuity plan. Every employee who has rendered continuous service of 5 years or more is entitled to gratuity at 15 day salary ($15/26 \times$ last drawn basic salary) for each completed year for five years or more on superannuation, resignation, termination, disablement or on death.

Leave encashment

The company has a policy to pay leave encashment. Every employee is entitled to claim leave encashment after his/her retirement/termination which is calculated based upon no. of leaves not availed.



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Reconciliation of opening and closing balances of the present value of the defined benefit obligation :

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Present Value of obligation as at the beginning of the period	922.64	219.64	809.96	175.93
Current service cost	65.25	19.06	62.68	14.87
Interest cost	62.37	13.66	53.70	10.50
Past Service Cost	-	-	-	-
Actuarial (gain)/loss	39.26	34.96	18.55	23.08
Benefit paid	(136.01)	(25.11)	(22.25)	(4.74)
Present value of obligation as at period ended	953.51	262.21	922.64	219.64

Changes in the Fair Value of Plan Assets

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Fair value of plan assets, at the beginning of the period	870.12	187.30	699.31	181.24
Actual Return on plan assets	62.82	13.52	44.95	11.04
Fund Charges	(0.29)	-	(0.60)	(0.40)
Employer's contributions	109.79	39.50	148.71	0.16
Benefits paid	(136.01)	(25.11)	(22.25)	(4.74)
Fair value of plan assets, end of the year	906.43	215.22	870.12	187.30

Amount recognized in the Balance Sheet consists of:

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Present value of defined benefit obligation	953.51	244.65	922.64	219.64
Fair value of plan assets	906.43	215.22	870.12	187.30
Net liability	(47.08)	(29.43)	(52.52)	(32.34)
Amounts in the balance sheet:				
Current Liability	155.23	3.52	223.58	44.72
Non-current liabilities	798.28	241.13	669.06	157.36
Net liability	953.51	244.65	892.64	202.08



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Total amount recognized in Profit or Loss consists of:

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Total Service Cost	65.25	19.06	62.68	14.87
Interest Income	-	-	-	-
Net Interest	65.25	19.06	62.68	14.87

Amount recognized in Other Comprehensive Income consists of:

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Actuarial Gain/(Loss) on Obligation	(39.26)	-	(18.55)	-
Actuarial Gain/(Loss) on Assets	3.71	-	(2.02)	-
Total Actuarial Gain/(Loss) recognised in (OCI)	(35.55)	-	(20.57)	-

Actuarial Gain/(Loss) on obligation Consists:

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Actuarial (gains)/losses arising from changes in demographic assumptions	(13.24)	-	-	-
Actuarial gain/(loss) arising from changes in financial assumptions	(31.23)	(10.00)	47.98	6.69
Actuarial gain/(loss) arising from changes in experience adjustments on plan liabilities	83.72	44.96	(29.43)	16.39
Total Actuarial Gain/(Loss)	39.25	34.96	18.55	23.08

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Present value of obligation as at period ended	953.51	244.65	922.64	219.64
Fair value of plan assets at period end	906.43	215.22	870.12	187.30
Unfunded status excess of Actual over estimated	(47.08)	(29.43)	(52.52)	(32.34)
Assets/(Liabilities) recognized in the Balance Sheet	(47.08)	(29.43)	(52.52)	(32.34)



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

B) Defined benefit Obligation

I) Actuarial assumption

The following were the principal actuarial assumption at the reporting date.

Particulars	31.03.2022	31.03.2021
Discount rate*	7.22%	6.76%
Expected return on plan assets**		
Salary escalation rate**	7.90%	7.90%
Valuation Methodology	Projected Unit Credit Method	Projected Unit Credit Method

* The discount rate assumed is 7.22% which is determined by reference to market yield at the balance sheet date on government bonds.

** The expected rate of return on plan assets is determine considering several applicable factor mainly the composition of plan assets held, assessed risk of assets management and historical return from plan assets.

** The estimates of future salary increase considered in actuarial valuation, taking account of inflation, seniority promotion and other relevent factors, such as supply and demand in the employment market.

II) Sensitivity analysis

Reasonable possible change at the reporting date to one of the relevant actuarial assumption, holding other assumption constant, would have effected the defined benefit obligation by the amount shown below.

(Rs. in lakhs)

Particulars	31.03.2022		31.03.2021	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50 % movement)	(26.77)	28.03	30.18	(28.44)
Salary escalation rate (0.50% movement)	27.72	(26.72)	(28.28)	30.67

III) Expected Maturity analysis of the defined benefits plan in future years

(Rs. in lakhs)

Particulars	First Year	Second year	Two to Third year	More than 3 Years
Gratuity	155.23	182.73	67.43	548.11
Total	155.23	182.73	67.43	548.11

IV) Risk exposure

Valuations are based on certain assumptions, which are dynamic in nature and vary over the time. As such company is exposed to various risks as follow -

A) Salary Cost Inflation Risk : The present value of the Defined Benefit Plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.

B) Investment Risk : Assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

- C) Discount Rate** : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- D) Mortality & disability** : Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E) Withdrawals** : Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Note No. 32 : DISCLOSURE AS PER IND AS 21 'THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES'

The amount of exchange differences (net) credited to the Statement of Profit & Loss is Rs. 218.25 Lakhs (P.Y. 2020-21 : Rs. 121.76 Lakhs).

Note No. 33 : DISCLOSURE AS PER IND AS 24 'RELATED PARTY DISCLOSURES'

A) List of related party

i) Parties holding significant influence

- I) GKS Logistics Pvt. Limited
- II) GKS Holdings Pvt. Limited

ii) Key Management Personnel

- | | |
|----------------------------|--|
| Shri S.S. Poddar | - Managing Director |
| Shri Gaurav Goenka | - Joint Managing Director |
| Shri R.K. Sureka | - Director & CEO |
| Smt. Mahima P. Agarwal | - Non Executive Director |
| Shri M.K. Sonthalia | - Non Executive & Independent Director |
| Shri N. Gopalaswamy | - Non Executive & Independent Director |
| Shri M. Mahadevan | - Non Executive & Independent Director |
| Smt. Lalitha Kumaramanglam | - Non Executive & Independent Director |

iii) Relatives of the Key Management Personnel

- | | |
|------------------------|---|
| Smt. Sushma Sureka | - Wife of Director & CEO |
| Smt. Mahima P. Agarwal | - Director of the Company and daughter of Managing Director |
| Shri Gaurav Goenka | - Son-in-law of Managing Director |
| Ms. Rochna Poddar | - Daughter of Managing Director |



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

B) The following transactions were carried out with the related parties during the year :-

i) Related Parties/Parties Holding Significant Influence

(Rs. in lakhs)

Particulars	2021-22	2020-21
Rent Paid {net of recovery of Rs.6.00 lakhs (Previous year Rs. 18.00 lakhs)} to Smt. Sushma Sureka	5.00	15.00
Rent Paid to M/s GKS Holdings Pvt. Limited	18.00	18.00
Maintenance Expenses Paid to Adroit Urban Developers Pvt. Ltd./Adroit Imperia Apartment owners association	7.92	9.88
Consultancy fee/Travelling Expenses paid to Ms. Rochna Poddar	-	14.16
Rent/Electricity Expenses received from M/s GKS Holdings Pvt. Limited	0.56	0.52
Rent/Electricity Expenses received from M/s GKS Logistics Pvt. Limited	1.11	1.04

ii) Key Management Personnel Compensation

There is no transaction other than managerial remuneration paid as per terms of appointment duly approved by the shareholders. Following are the details of such managerial remuneration:

(Rs. in lakhs)

Particulars	2021-22	2020-21
Short Term Employee Benefits		
Salaries & Allowances	654.67	305.00
Contribution to Provident Fund	24.60	30.60
Others- perquisites value	41.42	44.88
Commission on Profit to the Directors	34.20	63.98
Total	754.89	444.46

iii) Sitting Fees paid to Non executive/Independent Director Rs. 1.90 lakhs (Previous Year Rs. 2.30 lakhs).

Terms and conditions:

All the transactions were made on normal commercial terms and conditions and at market rates. All outstanding balances are unsecured and are repayable on demand.



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 34 : DISCLOSURE AS PER IND AS 33 'EARNING PER SHARE'

(Rs. in lakhs)			
Particulars	Units	For the Year Ended March 31, 2022	For the Year Ended March 31, 2021
Basic Earning per Share			
Basic net earnings Attributable to Equity Shareholders	Rs. Lakhs	2,125.02	2,365.76
Number of shares outstanding	No.	106.10	106.10
Basic Earnings per share	Rs.	20.03	22.30
Diluted Earning per Share			
Diluted net earnings Attributable to Equity Shareholders	Rs. Lakhs	2,125.02	2,365.76
Number of shares outstanding	No.	106.10	106.10
Diluted Earning Per Share	Rs.	20.03	22.30

Note No. 35 : DISCLOSURE AS PER IND AS 37 'PROVISIONS & CONTINGENT LIABILITIES'

- (i) Movement in provision
- (ii) Contingent liabilities to the extent not provided for in respect of

(Rs. in lakhs)		
Particulars	2021-22	2020-21
(A) Claims against company not acknowledged as Debts:-		
(i) Income Tax matters in appeals	9.25	9.25
(B) Guarantees:-		
(i) Letter of Credit against purchase of raw materials	467.42	519.49
(ii) Bonds Executed with Customs & GST Authorities	30.00	30.00
(iii) Bonds Executed with Customs Authorities for EPCG Licence	357.39	357.39
(iv) Bonds Executed with Customs Authorities for advance licence	381.55	1.28

(iii) Commitments

- a. Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. 158.42 lakhs (P.Y. Rs. 1,479.48 lakhs), and advance given Rs. 1.95 lakhs (P.Y. Rs. 459.47 lakhs).
- b. Other Commitment : NIL



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 36 : DISCLOSURE AS PER IND AS 107 'FINANCIAL INSTRUMENT DISCLOSURE'

A) Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity share capital.

B) Financial Risk Management

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Board of Directors. The Company's principal financial liabilities comprise trade payables and other payables. The company's principal financial assets include trade & other receivables and cash and short term deposits.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Trade receivables	Ageing analysis, Credit Ratings	Credit limits, Escrow Cover, letters of credit, Export Credit risk insurance
	Financial assets measured at Amortised cost and cash & cash equivalents	Credit ratings	
Liquidity risk	Borrowing and other liabilities	Rolling cash flows forecast	Availability of committed credit lines and borrowing facilities
Market risk-Interest rate risk	Long-term Borrowings at variable rates	Sensitivity analysis, Cash Flow Analysis	Different kinds of loan arrangements with varied terms (eg. Fixed, floating, rupee, foreign currency, etc.) & swapping of high cost debts into low cost debt.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations may result into a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances.

a) Carrying amount of maximum credit risk as on reporting date (Rs. in lakhs)

Particulars	March 31, 2022	March 31, 2021
Financial assets for which loss allowance is measured using 12 month Expected Credit Loss (ECL)		
Non-current Investment	10,995.16	4,857.66
Other Non-Current Financial Assets	91.86	105.83
Current Investment	1,220.69	4,249.73
Cash & Cash Equivalent	103.85	781.00
Bank balances other than cash and cash equivalents	111.40	117.14
Current Loan	-	-
Other Current Financial Assets	33.62	91.80
	12,556.58	10,203.16
Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss (ECL)		
Trade Receivables	5,230.81	4,077.82
Total	17,787.39	14,280.98



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

b) Provision for Expected Credit or Loss

- (i) Financial assets for which loss allowance is measured using 12 month expected credit losses.
The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.
- (ii) Financial assets for which loss allowance is measured using life time expected credit losses.
The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

c) Ageing of trade receivables

The Ageing of trade receivables is as below:

(Rs. in lakhs)

Ageing	Not Due	<0-180 days	>180 days	Total
Gross Carrying amount as on 31.03.2022	-	5,172.12	58.70	5,230.82
Impairment loss recognised on above	-	-	-	-
Gross Carrying amount as on 31.03.2021	-	3,997.42	80.40	4,077.82
Impairment loss recognised on above	-	-	-	-

ii) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The following are the contractual maturities of financial liabilities based on contractual cash flows.

(Rs. in lakhs)

Contractual Maturities of Financial Liabilities As at 31.03.2022	3 Month or less	3-12 months	1-2 years	2-5 years	More than 5 year	Total
Trade payable	1,466.06	3.01	3.54	16.25	5.96	1,494.82
Other financial liabilities	831.77	-	-	-	-	831.77
Total	2,297.83	3.01	3.54	16.25	5.96	2,326.59

Contractual Maturities of Financial Liabilities As at 31.03.2021	3 Month or less	3-12 months	1-2 years	2-5 years	More than 5 year	Total
Trade payable	1,169.65	7.00	0.18	10.66	4.35	1,191.84
Other financial liabilities	679.14	-	-	-	-	679.14
Total	1,848.79	7.00	0.18	10.66	4.35	1,870.98



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

iii) Market Risk

Market Risk mainly relates to the investment & deposits. There is no regular business of company for making investment & deposits. However, company manages the cash resources, borrowings strategies and ensuring compliance of the same with the guidelines & directions of the Higher Management.

A) Foreign currency risk

The company operates internationally and portion of the business is transacted in several currencies and consequently the company is exposed to foreign exchange risk through its sales in overseas and purchase from overseas suppliers in various foreign currencies.

The company evaluate exchange rate exposure arising from foreign currency transaction and the company follow established risk management policies. Foreign exchange exposure risk is largely covered by natural hedging by linking export proceeds with import payments since company has exposures for both exports & imports and also uses the derivative like foreign exchange forward contracts to hedge exposure to foreign risk to minimise the risk of any possible adverse impact.

(Rs. in lakhs)				
Foreign currency exposure as at 31.03.2022	USD	Amount	EURO	Amount
Trade receivable	21.72	1,645.93	6.49	546.35
Trade payable	5.81	440.63	0.22	18.93
Net exposure	15.91	1,205.30	6.27	527.42

Foreign currency exposure as at 31.03.2021	USD	Amount	EURO	Amount
Trade receivable	20.54	1,501.44	2.19	187.83
Trade payable	4.62	337.94	1.52	129.99
Net exposure	15.92	1,163.50	0.67	57.84

B) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument may fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

C) Other Price risk

The company's exposure towards price risk arises from investments held in equity shares & Mutual Fund are classified in balance sheet at fair value through other comprehensive income & Fair value through Profit and Loss respectively. All of the company's equity investments are publically traded and are listed on NSE and BSE.

Note No. 37 : DISCLOSURE AS PER IND AS 113 'FAIR VALUE MEASUREMENT'

Fair Value Hierarchy

Valuation Techniques used to determine fair values:

Specific valuation technique is used to determine the fair value of the financial instruments which include:

- For Investments in Equity Investments-Quoted Market prices are used.
- For Investments in Mutual funds-Closing NAV is used.
- The carrying amount of trade payables, trade receivables, cash & cash equivalents and other financial assets and liabilities are considered to be the same at their Fair values, due to their short term nature.



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

A) Financial Instruments By Category

(Rs. in lakhs)

Particulars	31.03.2022		
	FVTPL	FVTOCI	Amortized cost i.e. carrying value
Financial Assets:			
Investments			
Equity instrument	-	10,995.00	-
Mutual fund	1,220.69	-	-
National saving certificate	-	-	0.16
Trade Receivables	-	-	5,230.81
Cash and Cash Equivalents	-	-	103.85
Bank balances other than cash and cash equivalent	-	-	111.40
Security deposit	-	-	99.56
Other Financial Assets	-	-	25.92
Total Financial Assets	1,220.69	10,995.00	5,571.70
Financial Liability:			
Trade Payables	-	-	1,494.82
Other Financial Liabilities	-	-	831.77
Total Financial Liability	-	-	2,326.59

Particulars	31.03.2021		
	FVTPL	FVTOCI	Amortized cost i.e. carrying value
Financial Assets:			
Investments			
Equity instrument	-	4,857.50	-
Mutual fund	4,249.73	-	-
National saving certificate	-	-	0.16
Trade Receivables	-	-	4,077.82
Cash and Cash Equivalents	-	-	781.00
Bank balances other than cash and cash equivalent	-	-	117.14
Security deposit	-	-	117.33
Other Financial Assets	-	-	80.30
Total Financial Assets	4,249.73	4,857.50	5,173.75
Financial Liability:			
Trade Payables	-	-	1,191.84
Other Financial Liabilities	-	-	679.14
Total Financial Liability	-	-	1,870.98



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

B) Fair Value Hierarchy

As at March 31, 2022

(Rs. in lakhs)

Financial Instrument measured at Fair Value - recurring fair value measurement	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments in Equity Instruments	10,995.16	-	-	10,995.16
Investments in Mutual Funds	-	1,220.69	-	1,220.69
Total	10,995.16	1,220.69	-	12,215.85

As at March 31, 2021

Financial Instrument measured at Fair Value - recurring fair value measurement	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments in Equity Instruments	4,857.66	-	-	4,857.66
Investments in Mutual Funds	-	4,249.73	-	4,249.73
Total	4,857.66	4,249.73	-	9,107.39

C) Fair value of financial assets and liabilities measured at amortised cost

(Rs. in lakhs)

Particulars	As at March 31, 2022		
	Level	Carrying Value	Fair Value
Financial Assets			
Trade receivables	3	5,230.81	5,230.81
Loans	3	-	-
Cash and cash equivalent	3	103.85	103.85
Other Bank Balances	3	111.40	111.40
Other Financial Assets	3	33.62	33.62
Security Deposits	3	99.56	99.56
Financial Liabilities			
Borrowings	3	-	-
Trade payables	3	1,494.82	1,494.82
Other-Financial Liabilities	3	831.77	831.77



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

(Rs. in lakhs)

Particulars	As at March 31, 2021		
	Level	Carrying Value	Fair Value
Financial Assets			
Trade receivables	3	4,077.82	4,077.82
Loans	3	-	-
Cash and cash equivalent	3	781.00	781.00
Other Bank Balances	3	117.14	117.14
Other Financial Assets	3	91.80	91.80
Security Deposits	3	117.33	117.33
Financial Liabilities			
Trade payables	3	1,191.84	1,191.84
Other-Financial Liabilities	3	679.14	679.14

Basis of Fair Value Hierarchy

The carrying amount of short term borrowings, trade payables, trade receivables, cash & cash equivalents and other financial assets and liabilities are considered to be the same at their Fair values, due to their short term nature.

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1 : Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2 : Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3 : Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.



Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 38 : DISCLOSURE AS PER IND AS 108 'OPERATING SEGMENT'

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

(Rs. in lakhs)		
Particulars	For the year ended as on 31.03.2022	For the year ended as on 31.03.2021
Revenue from external customers	7,336.37	7,441.44
India	26,253.40	22,010.28
TOTAL	33,589.77	29,451.72

Note No. 39 : DISCLOSURE OF CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per section 135 of companies act the company is required to spend in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial year in accordance with its CSR policy.

- A. Gross amount required to be spent by the Company during the year 2021-22 - Rs. 60.77 Lakhs (Year 20-21- Rs. 55.90 Lakhs).
- B. Amount spent during the year on:

(Rs. in lakhs)						
Particulars	Year 2021-22			Year 2020-21		
	Paid	Yet to be paid	Total	Paid	Yet to be paid	Total
i) Construction/Acquisition of any assets	-	-	-	-	-	-
ii) Purposes other than (i) above	60.77	-	60.77	55.92	-	55.92

* Pl. refer Note no. 28.2.

Note No. 40 : STRUCK OFF COMPANY

The company does not have any transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of companies Act, 1956.



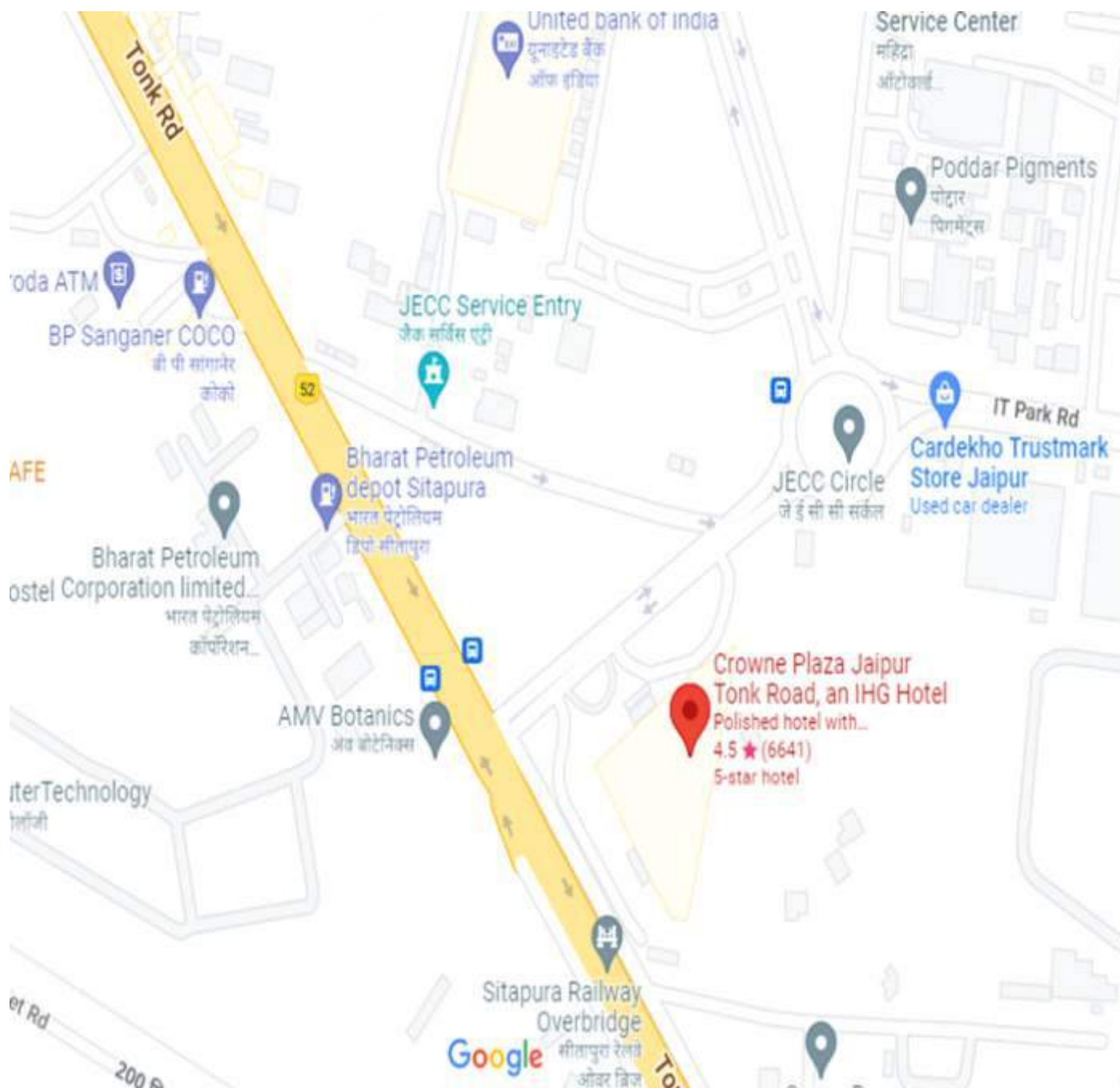
Notes to the financial statements for the year ended 31st March, 2022 (contd.)

Note No. 41 : FINANCIAL PERFORMANCE RATIOS

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance
Current ratio	Current Assets	Current Liabilities	5.38	6.86	(21.57)
Debt-equity ratio	Total Debt	Total Equity	-	-	-
Debt service coverage ratio	Profit before Interest , Tax and Exceptional Items	Interest Expense+Principal Repayments made during the period for long term loans	-	-	-
Return on equity ratio	Profit after Tax	Shareholders equity excluding OCI	9.36	11.33	(17.39)
Inventory turnover ratio	Cost of Goods sold	Inventory	3.54	4.45	(20.45)
Trade receivables turnover ratio	Sale of products (gross)	Trade Receivables	6.37	7.14	(10.78)
Trade payables turnover ratio	Cost of Goods sold	Trade Payables	14.79	16.15	(8.42)
Net capital turnover ratio	Revenue from Operations	Working Capital	3.04	2.43	24.90
Net profit ratio	Profit after Tax	Revenue from Operations	6.33	8.03	(21.17)
Return on capital employed	Profit before Interest & Tax	Capital employed excluding OCI	12.77	14.95	(14.58)
Return on investment	Income generated from invested funds	Avg invested funds in Mutual funds	4.16	3.92	6.12



Route Map for 31st AGM Venue



**Crowne Plaza, Sitapura Industrial Area,
Tonk Road, Jaipur - 302022**



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]

CIN : L24117RJ1991PLC006307

Name of the Company : Poddar Pigments Limited

Registered office : E-10, 11 & F-14 To 16, RIICO Industrial Area, Sitapura,
Jaipur-302 022 (Rajasthan)

Name of the member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the above named Company, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the thirty first Annual General Meeting of the Company, to be held on Thursday, 29th September, 2022 at 11.00 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2022, together with the Reports of the Board of Directors and the Auditor's thereon.		
2	To declare Dividend on Equity Shares for the financial year 2021-22.		



S.No.	Resolutions	For	Against
3	To appoint a Director in place of Smt. Mahima Poddar Agarwal (DIN: 03588809), a Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.		
4	To appoint M/s. K. N. Gutgutia & Co., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.		
5	To ratify the remuneration of Cost Auditors for the financial year 2022-23.		
6	Power to borrow money.		
7	Power to create charges on the movable and immovable properties of the company, both present and future, in respect of borrowings.		

Signed this..... day of September, 2022

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Revenue
Stamp
of Re. 1/-

Note: 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.



Poddar Pigments Limited

CIN: L24117RJ1991PLC006307

Registered Office: E-10, 11 & F-14 to 16, RIICO Industrial Area, Sitapura, Jaipur- 302 022 (Rajasthan)

Tel: 91-141-2770202/203, E-mail: jaipur@poddarpigmentsltd.com

Website: www.poddarpigmentsltd.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the thirty first Annual General Meeting of the Company held on Thursday, 29th September, 2022 at 11.00 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022.

Folio No./DP ID No./Client ID No.

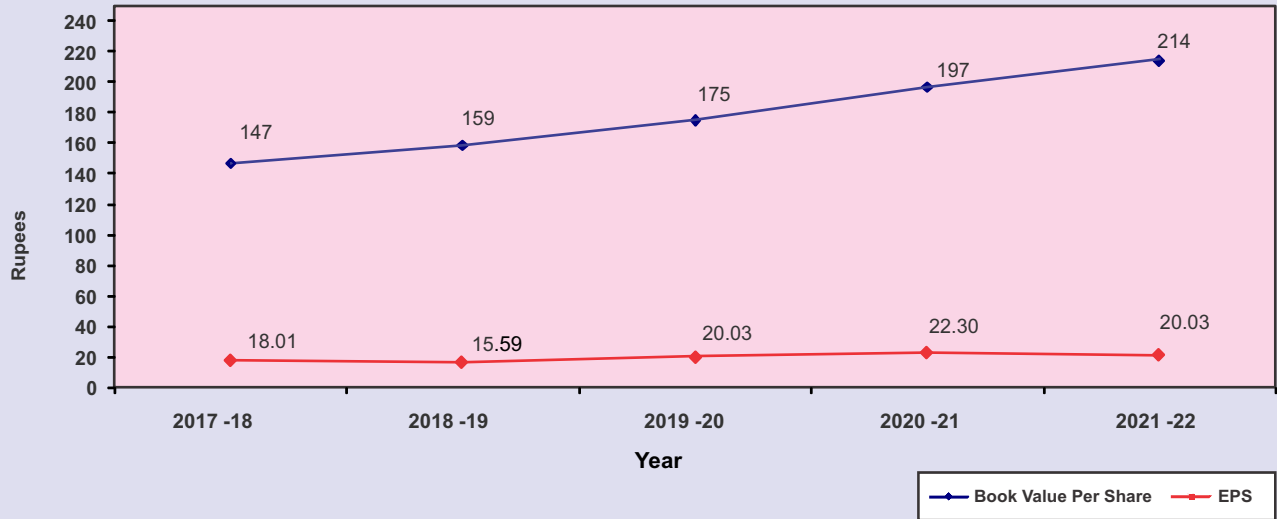
Name of the Member.....Signature.....

Name of the Proxyholder.....Signature.....

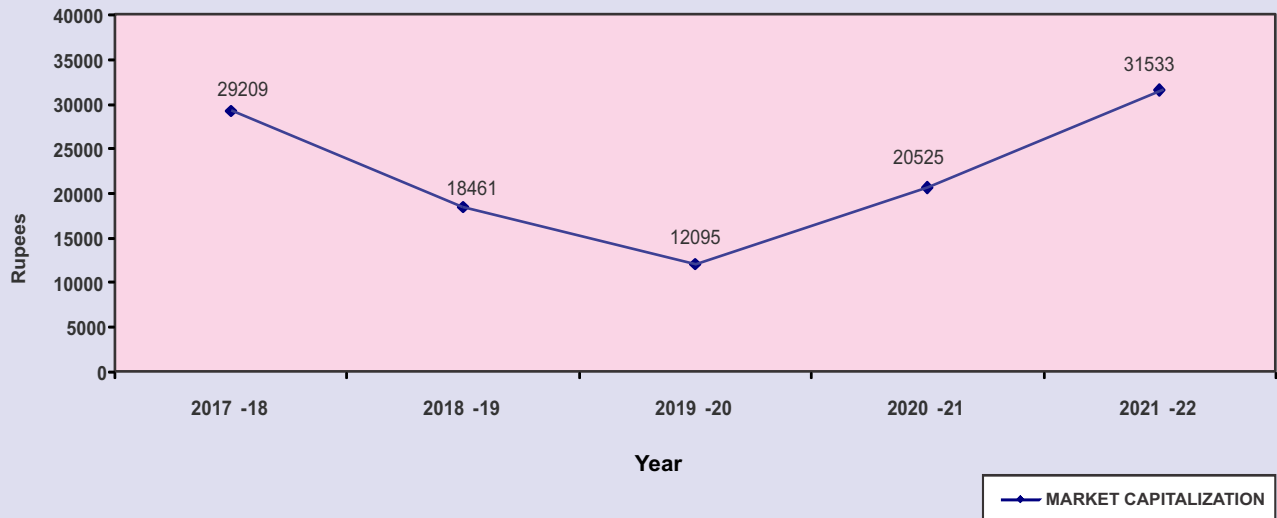
1. Only Member/Proxyholder can attend the Meeting.

2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

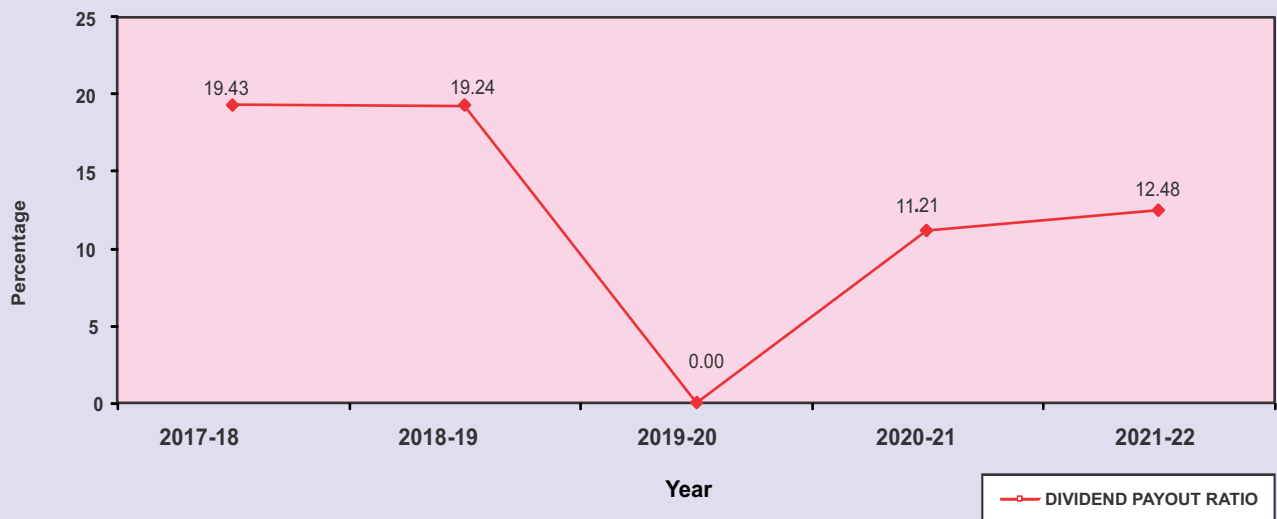
BOOK VALUE PER SHARE & EPS



MARKET CAPITALIZATION



DIVIDEND PAYOUT RATIO



REGISTERED OFFICE & WORKS - SITAPURA

E-10, 11, F-14 to 16,
RIICO Industrial Area,
Sitapura, Jaipur - 302 022 (Rajasthan)
CIN: L24117RJ1991PLC006307
Tel: +91 141 2770 202 - 203
Email: jaipur@poddarpigmentsltd.com

WORKS - CHAKSU

Greater Sitapura Industrial Park,
National Highway 12 (Jaipur-Tonk Road),
Village - Brijpura (Chaksu),
Jaipur - 303 901

CORPORATE OFFICE - CHENNAI

Rosy Tower, 3rd Floor, #8,
Mahatma Gandhi Road, Nungambakkam,
Chennai - 600 034
Tel: (91) 44 2826 0929, 4500 8003
Email: headoffice@poddarpigmentsltd.com
southmktg@poddarpigmentsltd.com

REGIONAL OFFICE

MUMBAI

#302, Nanak Chambers, 3rd floor,
(Opp. Fun Republic) New Link Road,
Andheri (West), Mumbai - 400 053
Tel: (91) 22 4002 0304, 022 4054 2216
Email: mumbai@poddarpigmentsltd.com
Domestic: wzmktg@poddarpigmentsltd.com
Export: export@poddarpigmentsltd.com

KOLKATA

Mangalam-B, 2nd Floor, #26,
Hemanta Basu Sarani
Kolkata - 700 001
Tel: (91) 33 2231 8147
Email: kolkata@poddarpigmentsltd.com

NEW DELHI

A-283, Pocket A, Okhla Phase I,
Okhla Industrial Area,
New Delhi, Delhi - 110 020
Tel: (91) 11 4100 5204
Email: delhi@poddarpigmentsltd.com



AN ISO 9001 : 2015 COMPANY

MARKET LEADERS IN INDIA
for more than two decades

Experience

THE PODDAR ADVANTAGE™

Sets you Apart

GLOBAL PRESENCE
in more than 30 countries

AN ISO 9001:2015 QMS CERTIFIED
COMPANY MANUFACTURING COLOR &
ADDITIVE MASTERBATCHES

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PIGMENTS