



Ref: PPL/JPR/SECT/2023-24

Date: 2nd September, 2023

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
Mumbai - 400001

National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400051

Company Code: 524570

Company Symbol: PODDARMENT

Sub: Notice of 32nd Annual General Meeting scheduled to be held on Wednesday, 27th September, 2023 at 11.00 A.M.

Dear Sir(s)/Madam,

Please find enclosed herewith a copy of Notice of 32nd Annual General Meeting of the Company scheduled to be held on Wednesday, 27th September, 2023 at 11.00 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022.

The notice of AGM is also be hosted on the website of the Company and the same can be accessed at www.poddarpigmentsltd.com.

Kindly take the same in your records.

Thanking you,

Yours faithfully,

For Poddar Pigments Limited

ANIL KUMAR
SHARMA

Digitally signed by ANIL KUMAR SHARMA
DN: cn=ANIL KUMAR SHARMA, o=Poddar Pigments Limited, ou=Jaipur, email=anil.kumar.sharma@poddarpigmentsltd.com, c=IN
1.485C06C02FAA08B958E8B17C08A7CC2D
Date: 2023.09.02 16:07:09 +05'30'

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Poddar Pigments Limited

Regd. Office & Works :
E-10-11 & F-14 to 16
RIICO Industrial Area, Sitapura
Jaipur - 302 022 Rajasthan, India.
Tel.: +91-141-2770202/03/287/291
Fax : +91-141-2771922
Email : jaipur@poddarpigmentsltd.com
CIN : L24117RJ1991PLC006307
GSTIN : 08AAACP1125E1ZZ



NOTICE

Dear Member,

NOTICE is hereby given that the **THIRTY SECOND ANNUAL GENERAL MEETING** of the members of Poddar Pigments Limited ("Company") will be held **ON WEDNESDAY, 27TH SEPTEMBER, 2023 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, 2023, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To confirm the Interim Dividend of Rs. 3.50 per share on Equity Shares of Rs. 10/- for the financial year 2022-23 as Final Dividend.
3. To appoint a Director in place of Shri Gaurav Goenka (DIN:00375811), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year 2023-24 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 all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) 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) plus applicable GST and out of pocket expenses, if any, in connection with the Cost Audit payable to M/s. K.G. Goyal & Associates (Firm Reg. No. 000024), Cost Accountants, Jaipur, who have been appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2024, be and is hereby ratified."

5. To approve the appointment of Shri Gajendra Kumar Bhandari (DIN:00649176), as an Independent Director of the Company 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri Gajendra Kumar Bhandari (DIN:00649176) who is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for first term of five consecutive years i.e. from 1st October, 2023 to 30th September, 2028, notwithstanding that Shri Gajendra Kumar Bhandari (DIN:00649176) will cross the age of 75 years during the tenure of his appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds,

matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. To approve the appointment of Shri R. Mohan (DIN:01492721) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Shri R. Mohan (DIN:01492721) who is eligible for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for first term of five consecutive years i.e. from 1st October, 2023 to 30th September, 2028.

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

7. To adopt the new set of Articles of Association of the Company 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 5 and 14 of the Companies Act, 2013 ("the Act"), Schedule I made thereunder read with the Rules framed thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and on recommendation of the Board of Directors of the Company, the approval of the members be and is hereby accorded to adopt new set of Articles of Association in line with the provisions of the Companies Act, 2013, in place of existing set of Articles of Association of the Company as placed before the meeting.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office:

E-10-11 & F-14 to 16,
RIICO Industrial Area,
Sitapura, Jaipur- 302 022
Tel: 0141-2770202/203
E-mail: com.sec@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

By order of the Board of Directors For Poddar Pigments Limited

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Place : Jaipur

Date : 5th August, 2023



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 AGM. A PROXY FORM IS ATTACHED HERewith.

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 pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out the material facts relating to the resolutions in respect of all Special Businesses specified above and information of the Directors proposed to be appointed at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions, is annexed hereto and forms part of this Notice.
3. Pursuant to Section 152 and other applicable provisions of the Act, Shri Gaurav Goenka (DIN:00375811), Joint Managing Director, is retiring by rotation and being eligible, offers himself for re-appointment. The relevant details pursuant to the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/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 Annual Report. 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. When a Member appoints a Proxy and both the Member and the Proxy attends the AGM, the Proxy stands automatically revoked.
8. In case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote.
9. Members, proxies and authorised representatives, desirous of attending the AGM, must bring the attendance slip (annexed to this Annual Report) to the AGM duly completed and signed and hand over the same at the venue entrance.
10. Corporate members who are intending to send their authorised

representatives pursuant to Sections 113 of the Act, as the case may be, to attend the 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 ppincha@gmail.com with a copy marked to com.sec@poddarpigmentsltd.com, latest by Tuesday, 26th September, 2023 upto 5.00 P.M. Corporate Members 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.

11. 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. Wednesday, 20th September, 2023. 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. Wednesday, 20th September, 2023, may refer to this notice and other relevant communication including remote e-voting instructions, hosted on the Company's website www.poddarpigmentsltd.com.
12. In terms of the provisions of the Companies Act, 2013 read together with the Rules made thereunder and the MCA circulars, 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 com.sec@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 2022-23 including notice convening the 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 <http://www.bseindia.com> and www.nseindia.com, respectively. The notice of AGM is also available on the website of CDSL at www.evotingindia.com.

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. Link Intime India Private Limited is acting as Registrar & Share Transfer Agent (RTA) for both physical and electronic form of shareholdings. All communications relating to shares should be addressed to:-
Link Intime India Private Limited
C-101, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West),
Mumbai - 400083 (Maharashtra)
E-mail: rnt.helpdesk@linkintime.co.in
Tel: 022-4918 6000



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 Participants ("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 documents. 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. As per Regulation 40 of the Listing Regulations, securities of listed Companies can be transferred only in dematerialized form with effect from 1st April, 2019. In view of the above and to avail the benefits of dematerialization (Demat), members are requested to consider dematerializing their physical shares. 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 AGM. All documents referred to in this notice will also be available for inspection at the registered office of the Company without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 27th September, 2023. Members seeking to inspect such documents can send an email at com.sec@poddarpigmentsltd.com.
 20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Link Intime India Private Limited/Company.
 21. In terms of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Company has transferred the unpaid or unclaimed dividend declared up to the financial year 2015-16 to the Investor Education and Protection Fund ("the IEPF") established by the Central Government.
 22. 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 Form No. IEPF-5 available on <http://www.iepf.gov.in> and following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time).
 23. 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.
 24. Members holding shares in electronic form are requested to intimate any change in their email ID or Bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their email ID or Bank mandates to the Company/Registrar and Share Transfer Agent i.e. Link Intime India Private Limited quoting reference of the registered folio number.
 25. 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.
 26. Members seeking any information with regard to the Financial Statements are requested to write to the Company Secretary at least seven days before the date of AGM at com.sec@poddarpigmentsltd.com, so as to enable the management to keep the information ready at the meeting.
 27. 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 AGM by using electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").
- The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide remote e-voting facility.
- The facility for voting through polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- The remote e-voting period begins on Sunday, 24th September, 2023 (9.00 A.M. IST) and ends on Tuesday, 26th September, 2023



(5.00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. 20th September, 2023 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 AGM and holds shares as on the cut-off date i.e. 20th September, 2023, may obtain the login ID and password by sending a request at com.sec@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 Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 period. Additionally, there is also links provided to access the system of all e-Voting Service Providers 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 CDSL website www.cdslindia.com and click login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for 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 and 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 web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member'



	section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 option. 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 above mentioned 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 toll free no. 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 022-4886 7000 and 022-2499 7000.

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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that 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 mandatory 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 viz. com.sec@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 com.sec@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 toll free no. 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 toll free no. 1800 22 55 33.

28. The Board of Directors of the Company in compliance with the Companies (Management and Administration) Rules, 2014, has appointed Mr. Akshit Kumar Jangid (Membership No. FCS 11285 and CP No. 16300 partner of M/s. Pinchaa & Co., Company Secretaries, as the Scrutinizer for conducting the voting through remote e-voting process in a fair and transparent manner at the AGM.
29. The Scrutinizer shall count the votes cast during the AGM and unblock the votes cast through remote e-voting immediately after the conclusion of voting at the AGM. The scrutinizer will thereafter finalise and submit the 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 counter sign the same.

The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's Equity Shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website www.poddarpigmentsltd.com and CDSL's website www.evotingindia.com. The results will also be displayed on the notice board of the Company at its Registered Office. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM i.e. 27th September, 2023.
30. For any investor related queries, you are requested to email at com.sec@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 special businesses mentioned under Item Nos. 4 to 7 of the accompanying notice:

Item No. 4

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, 2024, at a remuneration of Rs. 60,000/- plus applicable GST and out of pocket expenses, if any.

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. 4 of the notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31st March, 2024.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

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 except to the extent of their shareholding in the Company in the Resolution as set out at Item No. 4 of the notice.

Item No. 5 & 6

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Shri Gajendra Kumar Bhandari (DIN:00649176) and Shri R. Mohan (DIN:01492721) as an Independent Director, not liable to retire by rotation, for a first term of five consecutive years i.e. from 1st October, 2023 upto 30th September, 2028 (both days inclusive), subject to approval of the members.

Shri Gajendra Kumar Bhandari (DIN:00649176), aged about 74 years, is B. Sc. in Electrical Engineering from Ranchi University and has vast experience in manufacturing business related to Chemical Industries, Glass Industries, etc. Shri R. Mohan (DIN:01492721), aged about 55 years is a Chartered Accountant and has vast experience in the field taxation, finance, accounting, consultancy, etc. The detailed profile and specific areas of expertise of Shri Gajendra Kumar Bhandari (DIN:00649176) and Shri R. Mohan (DIN:01492721) are provided in the Annexure attached to this Notice.

The Company has received notices in writing from members of the Company as per the provisions of Section 160 of the Companies Act, 2013 proposing their candidature for the office of Independent Director of the Company.

Shri Gajendra Kumar Bhandari (DIN:00649176) and Shri R. Mohan (DIN:01492721) have given their consent to act as an Independent Director and declarations to the Board, inter alia, confirming that (i) They meets the criteria of Independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) They are not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority, (iii) They are eligible to be appointed as a Director in terms of Section 164 of the Act, (iv) They are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact the ability to discharge their duties with an objective independent judgment and without any external influence, and; (v) They have registered themselves in data bank for Independent Director as required under Rule 6(1) & 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2019 (as amended).

In terms of Regulation 17(1A) of the SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect. Shri Gajendra Kumar Bhandari (DIN:00649176), who will attain the age of 75 years during the tenure of his proposed term of appointment with effect from 1st October, 2023. Accordingly, the Board recommends passing of the Special Resolution by the members of the Company in

relation to appointment of Shri Gajendra Kumar Bhandari (DIN:00649176) as an Independent Director.

In the opinion of the Board, Shri Gajendra Kumar Bhandari (DIN:00649176) and Shri R. Mohan (DIN:01492721) are persons having integrity, possesses relevant expertise/experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and are independent of the management.

Based on their experience, the Board considers it desirable and in the interest of the Company to have Shri Gajendra Kumar Bhandari (DIN:00649176) and Shri R. Mohan (DIN:01492721) on the Board of the Company and accordingly, the Board recommends the Special/Ordinary Resolution for appointment of Shri Gajendra Kumar Bhandari (DIN:00649176) and Shri R. Mohan (DIN:01492721) as an Independent Director as set out at Item No. 5 & 6 of the Notice for approval by the members. All the relevant documents and records in relation to appointment of the Independent Directors would be available for inspection by the members.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

Except Shri Gajendra Kumar Bhandari (DIN:00649176) and Shri R. Mohan (DIN:01492721) being the appointees and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested except to the extent of their shareholding in the Company in the Resolutions as set out at Item No. 5 & 6 of the notice.

Item No. 7

The existing Articles of Association ("AOA") is based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA contains references to specific Section of the Companies Act, 1956 and some regulations are no longer in conformity with the Companies Act, 2013. Further, in order to make the Articles of Association of the Company in line with the Companies Act, 2013 and rules made thereof, it is proposed to replace the existing Articles of Association of the Company by a new set of Articles.

In view of the same, the Board of Directors in their meeting held on 5th August, 2023 adopted new set of the Articles of Association of the Company, subject to approval of members of the Company.

Pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 read with the applicable Rules, consent of the members is sought by way of special resolution as set out at Item No. 7 of the notice for adoption of new set of Articles of Association of the Company. The Board of Directors in their meeting held on 5th August, 2023 had accorded their approval and recommended to the members for adoption of new set of Articles of Association.

The existing AOA of the Company and the copy of proposed AOA would be available on the Company's website at www.poddarpigmentsltd.com for perusal by the members. Member(s) interested in obtaining a physical copy of the AOA can send their request at the Company's e-mail address at com.sec@poddarpigmentsltd.com.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.



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 except to the extent of their shareholding in the Company in the Resolution as set out at Item No. 7 of the notice.

PROFILE OF DIRECTORS SEEKING APPOINTMENTS/RE-APPOINTMENT AT THE 32ND 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	Shri Gaurav Goenka	Shri Gajendra Kumar Bhandari	Shri R. Mohan
DIN	00375811	00649176	01492721
Date of Birth and Age	1 st June, 1975, 48 Years	23 rd April, 1949, 74 Years	10 th July, 1968, 55 Years
Date of first Appointment on the Board	28 th May, 2016	Not Applicable	Not Applicable
Qualifications	B. Sc. - Boston University	B.Sc. in Electrical Engineering from Ranchi University.	Chartered Accountant
Experience and expertise in specific functional area	Garments Manufacturing, Real Estate Development and SAP Implementation.	Expertise in manufacturing business related to Chemical Industries, Glass Industries, etc.	Audit, Taxation, Accounting, Finance, Consultancy, etc.
Brief Resume	He is having more than 25 years of experience in the field of Foreign Trade, Marketing, Business Administration and other allied activities related to operation and management of large corporates.	He has more than 40 years experience in manufacturing business related to Chemical Industries, Glass Industries, etc.	A professional with over 32 years experience in Audit, Taxation and Consultancy.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Daughter's Husband of Shri S.S. Poddar, Managing Director	None	None
Nature of appointment/re-appointment	Re-appointment	Appointment	Appointment
Terms and Conditions of appointment/re-appointment	Re-appointed as Joint Managing Director with effect from 1 st April, 2022 upto 30 th September, 2024. In terms of Section 152(6) of the Companies Act, 2013, he is liable to retire by rotation and being eligible, offers himself for re-appointment.	Appointment as an Independent Director for a period of five consecutive years with effect from 1 st October, 2023.	Appointment as an Independent Director for a period of five consecutive years with effect from 1 st October, 2023.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration drawn in financial year 2022-23 was Rs. 1.97 Crore and the Remuneration in financial year 2023-24 will be paid as per Special Resolution passed in the AGM held on 8 th September, 2021.	No Remuneration drawn in financial year 2022-23 and Sitting Fee is payable in financial year 2023-24, if appointed.	No Remuneration drawn in financial year 2022-23 and Sitting Fee is payable in financial year 2023-24, if appointed.
Shareholding in the Company	Nil	3,820	400
The number of meetings of the Board attended during the year	6 out of 6	NA	NA
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Directorships held in other public Companies (excluding foreign Companies and Section 25 Companies)	Nil	Nil	Nil



Particulars	Shri Gaurav Goenka	Shri Gajendra Kumar Bhandari	Shri R. Mohan
Memberships/Chairmanships of committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	He has the requisite skills and capabilities as required for business requirements of the Company.	He has the requisite skills and capabilities as required for business requirements of the Company.

Registered Office:

E-10-11 & F-14 to 16,
RIICO Industrial Area,
Sitapura, Jaipur-302 022
Tel: 0141-2770202/203
E-mail: com.sec@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

**By order of the Board of Directors
For Poddar Pigments Limited**

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Place : Jaipur

Date : 5th August, 2023

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 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:

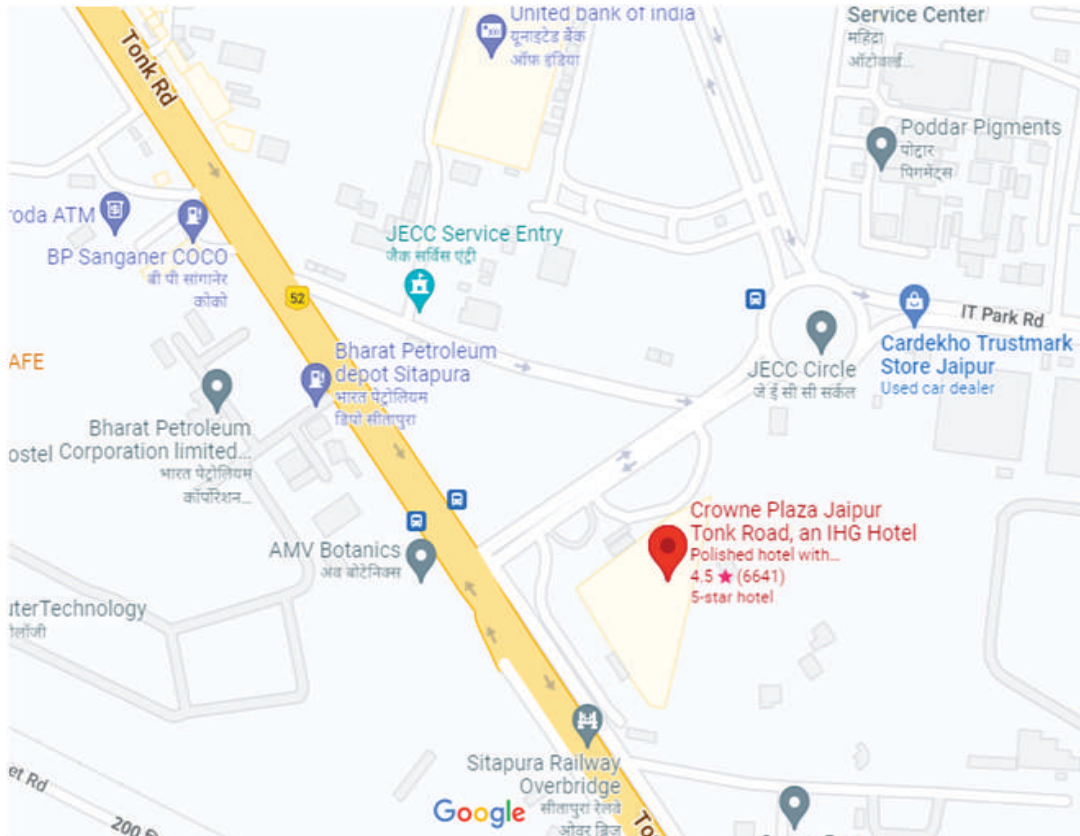
Mobile Nos. (to be registered):

Email Id (to be registered):

Signature of the Shareholder(s)*

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

Route Map for 32nd 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 :

DPID :

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 second Annual General Meeting of the Company, to be held on Wednesday, 27th September, 2023 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
	Ordinary Business		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2023, together with the Reports of the Board of Directors and the Auditor's thereon.		
2	To confirm the Interim Dividend of Rs. 3.50 on Equity Shares for the financial year 2022-23 as Final Dividend.		



S.No.	Resolutions	For	Against
3	To appoint a Director in place of Shri Gaurav Goenka (DIN:00375811), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
	Special Business		
4	To ratify the remuneration of Cost Auditors for the financial year 2023-24.		
5	To approve the appointment of Shri Gajendra Kumar Bhandari (DIN:00649176), as an Independent Director of the Company.		
6	To approve the appointment of Shri R. Mohan (DIN:01492721), as an Independent Director of the Company.		
7	To adopt the new set of Articles of Association of the Company.		

Signed this..... day of September, 2023

.....
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: 0141-2770202/203, E-mail: com.sec@poddarpigmentsltd.com

Website: www.poddarpigmentsltd.com

ATTENDANCE SLIP

32nd Annual General Meeting - 27th September, 2023

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/Authorised Representative	
Name of Joint Member(s), if any	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 32nd Annual General Meeting of the Company being held on Wednesday, the 27th September, 2023 at 11.00 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022.

Signature of First holder/Proxy/Authorised Representative :

Signature of 1st Joint Holder :

Signature of 2nd Joint Holder :

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the AGM Meeting Venue.
2. Only Shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.