



Ref: PPL/JPR/SECT/23-24

Date: 09th 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: Errata to the Notice of 32nd Annual General Meeting of the Company

Dear Sir/Madam,

With reference to Our letter dated 2nd September, 2023 informing about 32nd Annual General Meeting (AGM) 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, Rajasthan, an Errata to the Notice of 32nd AGM is being circulated electronically to the Members to whom Notice of 32nd AGM was sent, in terms of provisions of the Companies Act, 2013 and the Rules made thereunder.

The copy of Errata to the Notice of 32nd AGM is enclosed herewith and would be available on the website of the Company at www.poddarpigmentsltd.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Poddar Pigments Limited

ANIL KUMAR
SHARMA

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Encl: As above

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



ERRATA TO NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Poddar Pigments Limited had issued NOTICE dated 5th August, 2023 for its 32nd Annual General Meeting (AGM), scheduled on 27th September, 2023, Wednesday at 11.00 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022, Rajasthan, to transact the (seven) businesses, out of which 4(four) are Ordinary and remaining 3(three) are Special.

An error was noted in one of the Special Businesses at Serial No. 6 of the above referred Notice with regard to the appointment of Shri R. Mohan (DIN:01492721) as an Independent Director and in the related Explanatory Statement thereto. The error was due to an inadvertent oversight in printed copy of Notice which is being clarified by issuance of this erratum. Accordingly, Item No. 6 of the Special Business and in its Explanatory Statement be read as Special Resolution instead of Ordinary Resolution as under:

SPECIAL BUSINESS

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 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 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.”

For Poddar Pigments Limited

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Place: Jaipur
Date: 9th September, 2023

Registered Office:
E-10-11 & F-14 to 16,
RIICO Industrial Area,
Sitapura, Jaipur - 302022, Rajasthan

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of the Special Resolution proposed above is annexed hereto.
2. The Errata to AGM Notice is issued in continuation of and should be read in conjunction with the original AGM Notice which was already emailed to the shareholders on 2nd September, 2023. All other contents of the AGM Notice, save and except as mentioned in this errata, shall remain unchanged.
3. All references, if any, made in the 32nd Annual Report of the Company for the financial year 2022-23, or elsewhere, with respect to the appointment of Shri R. Mohan (DIN:01492721), be construed as recommending a Special Resolution of the shareholders.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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 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.

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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.

For Poddar Pigments Limited

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Place: Jaipur
Date : 9th September, 2023

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