

PODDAR PIGMENTS

Ref : PPL/JPR/SECT/21-22

Dated : 16.08.2021

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

**Re: Notice of 30th Annual General Meeting scheduled to be held on
Wednesday, 08th September, 2021 at 11.00 A.M. through Video Conference.**

Dear Sir(s),

Please find enclosed herewith a copy of Notice of the 30th Annual General Meeting scheduled to be held on Wednesday, 08th September, 2021 at 11.00 A.M. through Video Conference alongwith instructions providing Instameet Platform for conducting 30th AGM through VC/ OAVM (including InstaPoll i.e. electronic voting at 30th AGM).

Kindly take the same in your records.

Thanking you,

Yours faithfully,
For **PODDAR PIGMENTS LIMITED**

NAVIN JAIN

Digitally signed by NAVIN JAIN
Date: 2021.08.16 17:45:12
+05'30'

(Navin Jain)
AVP (Legal) & Company Secretary

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



NOTICE

NOTICE is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of the Members of the Company will be held **ON WEDNESDAY, SEPTEMBER 08, 2021 AT 11.00 A. M. through** Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business (es):

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2021 and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended March 31, 2021.
3. To appoint a Director in place of Shri Gaurav Goenka (DIN: 00375811), Director, 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 2021-22 and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT, under the provision of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration to M/s K. G. Goyal & Associates, Cost Accountants, Jaipur, (Firm Registration Number 000024) as Cost Auditors appointed by the Board of Directors of the Company for the Financial Year 2021-22, fixed at Rs. 55000/- (Rupees Fifty-Five Thousand only) and Taxes as applicable be and is hereby ratified."

5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and subject to statutory approvals, if any, consent of the Board be and is hereby accorded for payment of the overall Managerial remuneration as 15% of Net Profit of the Company in any year, over and above an additional remuneration payable to Mr. R.K. Sureka, Director & CEO during the Financial Year 2021-22 and the limit specified in section 197 read with Schedule V of the Companies Act 2013 subject to approval by the shareholders in their meeting."

6. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and subject to statutory approvals, if any, consent of the company be and is hereby

accorded for payment of additional remuneration of Rs 3.70 Crores to Mr. R. K. Sureka, (DIN: 00058043) Director & CEO, during the Financial Year 2021-22 as a reward in recognition and in consideration of the services rendered by him during his employment with the Company for 27 years, which would be over and above and in addition to the managerial limit of 15% of net profit during the Financial Year 2021-22 and the limit specified in section 197 read with Schedule V of the Companies Act 2013.

7. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M. Mahadevan (DIN: 00786991) who was appointed as an Independent Director of the Company in the Board Meeting held on July 31, 2021 and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term upto 31st March, 2026".

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and subject to statutory approvals, if any, consent be and is hereby accorded for extension of terms of appointment from 1st April 2022 to 30th September, 2024 and to fix the remuneration for a period of 3½ years i.e. remaining term of appointment from 01.04.2021 to 31.03.2022 and reappointment period from 1st April 2022 to 30th September, 2024, of Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director on account of Basic Salary, Special Allowances, perquisites and an additional remuneration as mentioned below :-

1. Remuneration:-

- (i) Basic Salary: Rs. 7.50 Lakhs Per Month
- (ii) Special Allowances Rs. 4.00 Lakhs per month
- (iii) Perquisites: In addition to the salary & Special Allowances, the following perquisites will be allowed:

The perquisites are classified into three categories 'A' 'B' & 'C' as below:



CATEGORY - A

- (a) Expenditure incurred on gas, electricity and water shall be paid/ reimbursed by the company.
- (b) Medical Expenses incurred for self and family in case of hospitalization.
- (c) Leave Travel Concession for self & family once in a year to any destination in India or Abroad.
- (d) Fee of Clubs /organization (subject to maximum 2 no's).
- (e) Premium for health insurance, Personal Accident & Personal Life insurance.
- (f) Any other perquisites as per Company's Rules within the ceiling perquisites of Rs. 1.00 lakhs Per Month.

Note: All the perquisites will be interchangeable i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other per-quisite(s) or the ceiling of perquisites may be reduced by corresponding increase in Basic Salary & Allowances.

CATEGORY -B

The following perquisites shall also be paid to the Joint Managing Director and these will not be included in the computation of the ceiling on perquisites mentioned above:

- (a) Company's contribution to Provident Fund & Superannuation Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity in accordance with the Company's Rules.
- (c) Encashment of leave in accordance with the Company's Rules.

CATEGORY-C

- (a) Provision of car with driver for use on Company's business (not considered as a perquisite). The use of car for private purpose shall be billed by the Company to the Joint Managing Director.
- (b) Provision of telephone with internet connection at the residence of the Joint Managing Director at Company's cost (not considered as a perquisite). Personal long distance calls shall be billed by the Company to the Joint Managing Director.

2. Other Terms for additional remuneration:

In addition to the Salary, Allowances and Perquisites, as specified above, the Joint Managing Director shall also be entitled to receive an additional remuneration as Commission at 1% of the Net Profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as decided by the Nomination & Remuneration Committee and the Board of Directors.

Wherein any financial year during the tenure of Joint Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Joint Managing Director remuneration by way of Salary and Perquisites as

specified above as minimum remuneration, subject however to the provisions of Schedule V to the Companies Act, 2013 and such approvals as may be required.

In the event of any amendment in Schedule V of the Companies Act, 2013 the limit as specified in revised schedule shall be applicable.

The Board of Directors of the Company be and is hereby authorized to alter, vary and modify the terms and conditions of appointment of Shri Gaurav Goenka (DIN: 00375811) from time to time during the tenure of his appointment as Joint Managing Director of the Company including salary, Special Allowances, perquisites and additional remuneration.

However, the overall Managerial Remuneration shall not exceed 15% of net profit of the company in any year.

The Board of Directors of the Company be and is hereby authorized to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given 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: 91 0141-2770202/203
E-mail: jaipur@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

By order of the Board of Directors For Poddar Pigments Limited

Sd/-
NAVIN JAIN
AVP (Legal) &
Company Secretary

DATE: 31st July, 2021

NOTES:

1. Given the outbreak of the COVID-19 pandemic, social distancing norms and continuing restrictions on the movement of persons at several places in the country and according to General Circulars No.14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020 and May 5, 2020 and January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 30th AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of the Members at a common venue, the deemed venue for the 30th AGM shall be the Registered Office of the Company.



2. The Explanatory Statement setting out 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 Special Business under Item Nos. 4,5 6,7 & 8 of the accompanying Notice is annexed herein.
3. The details required under Listing Regulations and Secretarial Standard-2 on General Meeting details pertaining to directors seeking appointment/re-appointment at the 30th AGM, is separately annexed. Directors seeking appointment/re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder. Profile of Shri Gaurav Goenka and Shri M. Mahadevan are required to be provided according to Listing Regulations, are furnished in the Corporate Governance Report published elsewhere in the Annual Report as well as at the end of the notice.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this 30th AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members under section 105 of the Act will not be available for the 30th AGM and hence the Proxy Form and Attendance Slip are not annexed here. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed to participate in the 30th AGM and to register their e-Vote through VC/OAVM Facility.
5. The Members may join the 30th AGM through VC/ OAVM Facility by following the procedure mentioned below in the Notice which shall be kept open for the Members from 10.45 A.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 30th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled start time. Members may note that the VC/OAVM Facility, allows participation of the first 1,000 Members on a 'first-come-first-serve' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. can attend the 30th AGM without any restriction.
6. The attendance of the Members participating in the 30th AGM through VC/OAVM Facility shall be counted to reckon the quorum under Section 103 of the Act.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. September 1, 2021

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

Given the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the Circulars issued by the MCA and SEBI Circular, the Annual Report for the year 2020-21 including Notice of the 30th AGM of the Company, inter alia, indicating the process and manner of e-voting - are being sent only by Email to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the Circulars issued by MCA and SEBI Circular, the Annual Report including Notice of the 30th AGM of the Company will also be available on the website of the Company at www.poddarpigmentsltd.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from September 2, 2021 to September 8, 2021 (both days inclusive).
10. Since the 30th AGM will be held through the VC/ OAVM Facility, the Route Map of the venue of the Meeting is not relevant.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address 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 of address immediately to the Company/RTA, Link In time India Private Limited.
12. In case of transfer of physical shares as applicable, the instrument of Share Transfer complete in all respect should be sent to reach the Registered Office of the Company or at the office of R&T Agent before the closure of the Register of Members as stated above.
13. All documents referred to in the accompanying Notice and the Explanatory Statement are available on the website of the Company at www.poddarpigmentsltd.com for inspection by the Members up to the date of 30th AGM.

During the 30th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act on website of the Company.



14. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and a self-attested copy of PAN card at jaipur@poddarpigmentsltd.com or to RTA, M/s Link Intime India Private limited (R&T) at rnt.helpdesk@linkintime.co.in.
- b) Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participant.

An email-id registration form is enclosed in this notice.

15. Members must 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.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

17. Members who are yet to encash their earlier dividend warrants for FY 2013-14 and onwards are requested to contact the office of the Company Secretary & Compliance Officer/ Registrar and Transfer Agent (RTA) of the Company for revalidation of the dividend warrants/issue of fresh demand drafts. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2020 on the website of the Company www.poddarpigmentsltd.com and also on the website of the Ministry of Corporate Affairs.

Under the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, during the year, unclaimed final dividend amount of Rs.13,13,168/- of the Company for the FY ended March 31, 2013 has been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government according to Section 125 of the Companies Act, 2013. The dividend for the financial year ended 31 March, 2014 and thereafter, which remain unclaimed for 7 years will be transferred by the Company to IEPF under Section 125 of the Companies Act, 2013 and the rules made thereunder as and when it becomes due. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.

18. Information regarding such unclaimed dividends when they become due for transfer to the IEPF is furnished in the Corporate Governance Report.

19. Compulsory transfer of Equity Shares to IEPF Authority:

According to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('Rules'), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.

20. Claiming of Shares and Dividends which were transferred to IEPF :

No claim shall lie against the Company concerning such equity share post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application. The details of this are available at www.iepf.gov.in.

21. If the Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on 23.09.2021 as under :

- a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited as on the close of business hours on 01.09.2021 :
- b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company or before the close of business hours on 01.09.2021.

22. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2021 may visit the Company's website at www.poddarpigmentsltd.com or send their queries to Jaipur@poddarpigmentsltd.com at least Ten (10) days before the date of the 30th AGM. The same will be replied to by/on behalf of the Company suitably.

23. In case of joint holders attending the 30th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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.

24. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amended vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

25. VOTING

In compliance with provisions of Section 108 of the Act 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 each resolutions outlined in the Notice of the 30th AGM using electronic voting system ('remote e-voting') and e-voting (during the 30th AGM), provided by the RTA and the business may be transacted through such voting.

Only those Members who will be present in the 30th AGM through VC/OAVM facility 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 e-voting system during the 30th AGM.

The voting period begins on September 05, 2021 (9.00 AM IST) and ends on September 7, 2021 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on September 01, 2021 may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 30th AGM and holds shares as of the cut-off date i.e. September 1, 2021, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. However, if a Member is already registered with the RTA for e-voting, then he/she can use the existing user id and password/PIN for casting the vote.

(A) THE INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in Demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode can vote through their Demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email ID in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode/physical mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open 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. Enter your User ID and Password here. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to 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



Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ul style="list-style-type: none"> Existing users who have opted for Easi /Easiest, can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi /Easiest the user will also be able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP to the registered Mobile No. & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E-Voting is in progress.
Individual Shareholders (holding securities in Demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> Shareholders/members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear.



Type of Shareholders	Login Method
	<p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian/Mutual Fund/Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. along with attested specimen signature of the duly authorized representative(s) in PDF format in the **'Custodian/Mutual Fund/Corporate Body'** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINK INTIME, have forgotten the password:

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
 - In case shareholders/members is having valid email address, Password will be sent to his/her registered e-mail address.
 - Shareholders/members can set the password of their choice by providing the information about the particulars

of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in Demat mode with NSDL/CDSL with forgotten password:

- Shareholders/ members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at abovementioned depository/ depository participants website.
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
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
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 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINK INTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at

<https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Launch your internet browser and go to: <https://instameet.linkintime.co.in>



- Select the “**Company**” and “**Event Date**” and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/members holding shares in **CDSL Demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/members holding shares in **NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/members holding shares in **physical form shall provide Folio Number** registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on the email id njain@poddarpigmentsltd.com for the Annual General Meeting.
2. Shareholders will get confirmation on first-cum-first serve basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. /Folio No. and OTP (received on the registered mobile number/registered email id) received during registration for InstaMEET and click on ‘Submit’.

3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders / members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact Tel: 022-49186175.



Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET for speaker shareholders

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>

webex.com/downloads.html

Webex Meetings

Looking for real time video conferencing?

- HD video for face-to-face meetings
- Flexible audio-only conference call options
- Easy screen sharing
- Meet across any device

Download for Windows

Also available here:

Download on the App Store

GET IT ON Google Play

Webex Teams

Looking for messaging and team collaboration?

- One-on-one or group messaging
- Digital two-way whiteboarding
- Rich content and file sharing
- Video calling

Download for Windows

Download Teams VDI

Also available here:

Download on the App Store

GET IT ON Google Play

Step 1

Double-click the webexapp.msi file you downloaded

Step 2

The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3

Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?
From: akamaicdn.webex.com

Run Save Cancel



Step 1
Double-click the
webexapp.msi file
downloaded

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

< Back Next > Cancel

Step 3
Once installed
app will launch
automatically.

To open the app double-click
the Webex Meetings icon on your

Step 1
Double-click the
webexapp.msi file
downloaded

Cisco Webex Meetings - InstallShield Wizard

License Agreement

Please read the following license agreement carefully.

CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)

IMPORTANT NOTICE-PLEASE READ PRIOR TO USING THIS SOFTWARE: This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON

☒ I accept the terms in the license agreement
☐ I do not accept the terms in the license agreement

InstallShield

< Back Next > Cancel

Step 3
Once installed
app will launch
automatically.

Step 1
Double-click the
webexapp.msi file
downloaded

Cisco Webex Meetings - InstallShield Wizard

Ready to Install the Program

The wizard is ready to begin installation.

Click Install to begin the installation.

If you want to review or change any of your installation settings, click Back. Click Cancel to exit the wizard.

InstallShield

< Back Install Cancel

Step 3
Once installed
app will launch
automatically.



OR

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex extension to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Event Information:

Event status:

Date and time:

Duration:

Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).



Join Event Now

You cannot join the event now because it has not started.

First name:

Last name:

Email address:

Event password:

← Mention your First name, Last name and email address

Join by browser NEW!

If you are the host, [start your event](#).

26. Shri Babu Lal Patni, Practicing 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 e-voting process at the 30th AGM.
27. The Scrutinizer shall count the votes cast during the 30th AGM and unblock the votes cast through remote e-voting immediately after the conclusion of voting at the 30th AGM. The scrutinizer will there after finalise (not later than 48 hours of the conclusion of the 30th 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 Link Intime India Private Limited (<https://instavote.linkintime.co.in>) 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 Bombay Stock Exchange 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 30th AGM i.e. September 08, 2021.

28. Under Section 72 of the Act, Form SH-13 will be used for nominations by members holding shares in physical format. Blank forms will be supplied by Link Intime on request. Members holding shares in dematerialized format may contact their respective Depository Participants to record their nomination.
29. For any investor related queries, you are requested to email jaipur@poddarpigmentsltd.com.

ANNEXURE TO NOTICE

Explanatory Statement Under section 102 of the Companies Act, 2013

Item No. 4

Based on the recommendation of the Audit Committee, the Board of Directors has re-appointed M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors for 2021-22 for a remuneration of Rs. 55,000/- (Rupees fifty five thousand only) and Taxes as applicable.

Certificate dated 01.04.2021 issued by the above firm regarding



their eligibility for appointment as Cost Auditors will be available for inspection on the website of the Company for inspection by the Members up to the date of 30th AGM.

As per Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration, payable to the Cost Auditors is to be ratified by the Shareholders. Hence, this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or their relatives are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Item No. 5

With the expansion of the manufacturing facility, there would be higher depreciation and interest leading to lower Profit Before Tax for the next couple of financial years and thereafter the profits would increase. The overall managerial remuneration that should not exceed 15% of net profit of the company in any year at their meeting dated 23.07.2019 for two financial years, namely FY 2019-20 and FY 2020-21 that were approved by the shareholders in their meeting dated 21.09.2019. Further, it was decided that the company will make a comprehensive review of the same after the end of FY 2020-21.

Accordingly, the remuneration committee meeting and Board have reviewed and recommended to approve overall Managerial Remuneration not to exceed 15% of net profit of the company in any year over and above an additional remuneration payable to Mr R.K. Sureka, Director & CEO during the Financial Year 2021-22 and the limit specified in section 197 read with Schedule V of the Companies Act 2013 subject to approval by the shareholders in their meeting by passing a special resolution.

The Resolutions and Explanatory Statement are to be treated as an abstract under Section 190 of the Companies Act, 2013.

None of the Directors, except Shri S. S. Poddar (DIN: 00058025), being the Managing Director, Shri Gaurav Goenka (DIN: 00375811), being the Joint Managing Director, Shri R.K. Sureka (DIN : 00058043) and Smt. Mahima P. Agarwal (DIN: 03588809), being relative of Shri S. S. Poddar (DIN: 00058025) and of Shri Gaurav Goenka (DIN: 00375811) are concerned or interested in this resolution.

The Resolution is therefore recommended by the Board of Directors to the shareholders to be passed as a Special Resolution set out at item No. 5 of the Notice for approval by the shareholders

Item No. 6

Shri R.K Sureka (DIN : 00058043), Director and CEO has resigned with effect from 1st August, 2021. Mr. R.K. Sureka had joined the Company as a full time employee in 1994. During this period, the Company has achieved substantial progress to move from its humble start to the present position. During the period of growth of the company, the contribution of Mr. R.K. Sureka is notable. Through his hard work and dedication, he had catered to the growth of the organization and was instrumental in assisting

the top management for laying a strong foundation for the company.

Accepting the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 31.07.2021 has approved to pay a reward of Rs 3.70 Crores as an additional remuneration to him in recognition and in consideration of his long association of 27 years with the company.

This remuneration, being a one-time managerial remuneration to a person in recognition of his long term employment, would be over and above and in addition to the overall limit of 15% of the net profit of the company for the financial year 2021-22 being considered by the shareholders in this Annual General Meeting. Payment above the limits specified in the Companies Act, 2013 requires approval of the shareholders through a special resolution. Therefore, shareholder consent by way of Special Resolution is required.

Shri R.K. Sureka may be deemed to be interested in this resolution. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

The Resolution is therefore recommended by the Board of Directors to the Shareholders to be passed as a Special Resolution as set out in item no. 6 of the Notice for approval by the shareholders.

Item No. 7

At the Annual General Meeting held on 9th August 2016, the members of the Company had appointed Shri M. Mahadevan (DIN: 00786991) as an Independent Director of the Company, to hold office upto the conclusion of 30th Annual General Meeting of the Company in the calendar year 2021. ("first term")

The Nomination and Remuneration Committee ("the NRCM") of the Board of Directors, on the basis of the report of performance evaluation, has recommended, at its meeting held on July 31, 2021, re-appointment of Shri M. Mahadevan (DIN: 00786991) as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRCM, considers at its meeting held on July 31, 2021 that, given his background and experience and contributions made by him during his tenure, the continued association would be beneficial to the company and it is desirable to continue to avail his service as an independent director.

Shri M. Mahadevan (DIN: 00786991) is Independent Director of the Company. It is proposed to re-appoint Shri M. Mahadevan (DIN: 00786991) as an Independent Director under Section 149 of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for a further period of 5 (five) consecutive years for a second term up to 31st March, 2026.



Shri M. Mahadevan (DIN: 00786991) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Shri M. Mahadevan (DIN: 00786991) for the office of Director of the Company.

The Company has also received declarations from Shri M. Mahadevan (DIN: 00786991) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri M. Mahadevan (DIN: 00786991), fulfill the conditions for appointment as an independent Director as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri M. Mahadevan (DIN: 00786991) is independent of the management.

Brief resume of Shri M. Mahadevan (DIN: 00786991), nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given below. Copy of the respective draft letter for appointment of Shri M. Mahadevan (DIN: 00786991) as an independent Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company. This statement may also be regarded as a disclosure under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Resolution and Explanatory Statement is to be treated as an abstract under Section 190 of the Companies Act, 2013.

Shri M. Mahadevan (DIN: 00786991) is interested in the resolutions set out at item Nos. 7 of the Notice with regard to appointment.

The relatives of Shri M. Mahadevan (DIN: 00786991) may be deemed to be interested in the resolution set out at item Nos. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors /Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Resolution is therefore recommended by the Board of Directors to the shareholders to be passed as a Special Resolution set out at item Nos. 7 of the Notice for approval by the shareholders.

Item No. 8

The Promoter to provide a proper and efficient succession in the management of the Company. As a prelude to the greater involvement from the promoter group, Shri Gaurav Goenka (DIN:

00375811), Joint Managing Director, a relative of Shri S.S. Poddar (DIN: 00058025), Managing Director was introduced into the affairs of the company. Shri Gaurav Goenka has been getting familiarized with the business under the guidance of Shri R. K. Sureka (DIN: 00058043), Director & CEO for over five years now.

Shri Gaurav Goenka (DIN: 00375811) was appointed as an Additional Director of the company on 28.05.2016 and confirmed as Director in the Annual General Meeting held on 09.08.2016. Further, Shri Gaurav Goenka (DIN: 00375811), Non-executive director, liable to retire by rotation of the Company, has been re-appointed on 28.09.2017.

The Board of Directors of the Company ("the Board"), at its meeting held on March 19, 2019 has, subject to approval of members, appointed Shri Gaurav Goenka (DIN: 00375811) as a Joint Managing Director for a period of Three Years from 01.04.2019 to 31.03.2022, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRCM Committee') of the Board at its meeting held on March, 19, 2019.

It is proposed to seek members' approval for the extension of appointment period and revision of remuneration payable to Shri Gaurav Goenka (DIN: 00375811) as a Joint Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

As required under Para (B) of Section-II of Part-II of the amended Schedule V to the Companies Act, 2013, the relevant details to be sent along with the notice calling the General Meeting is as under:

GENERAL INFORMATION

- Nature of Industry:** Masterbatch and Engineering Plastic Compounds.
- Date or expected date of commencement of commercial production:** The Company has already commenced commercial production from 1st March, 1995.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given indicators :**

Particulars for the financial year ended 31.03.2021	Rs. in Lakhs
Total Revenue Receipts (Gross) including other Income	29,816
Operating Profit (before finance cost, Depreciation & Tax)	3334
Profit Before Tax	3095

- Export Performance and net foreign exchange earnings and collaborations:**
The earning in Foreign Exchange by Exports & others for the year ended 31.03.2021 was Rs. 6624.46 Lakhs.
- Foreign investment of collaborators, if any:**
Not Applicable.



INFORMATION ABOUT THE JOINT MANAGING DIRECTOR :

1. Background, recognition and award details:

Shri Gaurav Goenka (DIN: 00375811), aged 46 years is the Director of Company since 28.05.2016. He is a B.SC.-Boston University. He has expertise in field of Garments Manufacturing, Real Estate Development and SAP implementation.

2. Past Remuneration :

The Last Remuneration of Shri Gaurav Goenka (DIN: 00375811) was approved by the members of the company at their Annual General Meeting held on 21.09.2019 with a Basic Salary of Rs. 7,50,000/- P.M.

3. Job Profile and his suitability:

Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director of the Company is responsible for overall management of the Company. He is vested with substantial power of Management under the supervision, control and direction of the Board of Directors. He has been instrumental in deciding Company's policy planning, long term vision and is responsible to evolve strategies to combat competition and to attain targets of the Company besides Corporate Governance and ensuring co-ordination among Board.

4. Remuneration Proposed :

The Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 31.07.2021 approved the terms of remuneration for a period of 3½ years ie 01.04.2021 to 31.03.2022 and an extension of the term of appointment from 1st April, 2022 to 30th September, 2024 of Shri Gaurav Goenka (DIN: 00375811) as under :

Remuneration:-

Basic Salary : Rs. 750000/- P.M.

Special Allowances : Rs. 400000/- P.M.

Perquisites : Rs. 100000/- P.M. The perquisites are classified into three categories 'A' B & 'C' as mentioned in the resolution above.

Commission : 1% of the Net Profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as decided by the Nomination and Remuneration Committee and the Board of Directors in their meeting.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person :

The executive remuneration in the industry has risen substantially over the past few years. Appreciating this, the Central Government had raised the ceiling specified in Schedule V dealing with the remuneration of

managerial person. The "Remuneration Committee" constituted by the Board in terms of the said Schedule perused the remuneration of managerial persons in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri Gaurav Goenka (DIN: 00375811), before approving the remuneration as proposed herein before.

6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :

Besides the remuneration proposed, Shri Gaurav Goenka (DIN: 00375811), does not have any pecuniary relationship with the Company. Smt. Mahima P. Agarwal (DIN: 03588809) and Shri S. S. Poddar (DIN: 00058025), Directors of the Company, who are relatives of Shri Gaurav Goenka (DIN: 00375811), also do not have any pecuniary relationship with the Company.

III OTHER INFORMATION :

1. Reasons of loss or inadequate profits :

The Masterbatch Industry is high-tech in nature and requires continuous R&D, both on the existing product lines as well as on new product development to not just maintain, but also to expand its market share. Increased competition in the industry, coupled with likely increase in cost of raw-materials and other inputs may create pressure on margins, resulting in inadequate profits as calculated in terms of Section 198 of the Companies Act, 2013 in the coming year.

2. Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms :

With a view to improve overall profitability and the financial health of the Company, major steps have been taken, which inter-alia include reduction in interest costs, major marketing re-structuring for exports, reduction in production cost through implementation of energy saving measures, sourcing of cheaper raw materials, increase in productivity through better combination of product mix, increase in the product range to cater to the requirements of different segments and strengthening of the R&D division on continuous basis. The company expects increase in turnover and profits in the years to come.

The proposed remuneration of Shri Gaurav Goenka (DIN: 00375811) has been approved by the Nomination and Remuneration Committee in terms of Schedule V to the Companies Act at its meeting held on 31.07.2021. The Company has not made any default in payment of any of its debts specified or interest payable thereon for a continuous period of 30 days in the preceding financial year before the date of appointment of such managerial person. The Company has no deposit /outstanding deposit. The specified information required to be given



to the shareholders along with the Notice is given herewith in the preceding paragraphs.

Brief resume of Shri Gaurav Goenka (DIN: 00375811), nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given below. Copy of the draft letter for appointment of Shri Gaurav Goenka (DIN: 00375811) as a Joint Managing Director setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company. This statement may also be regarded as a disclosure under the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Resolution and Explanatory Statement are to be treated as an abstract under Section 190 of the Companies Act, 2013.

None of the Directors, except Shri Gaurav Goenka (DIN: 00375811), being the Joint Managing Director, Smt. Mahima P. Agarwal (DIN : 03588809) and Shri S. S. Poddar (DIN: 00058025) being relatives of Shri Gaurav Goenka (DIN: 00375811) are concerned or interested in this resolution.

The Resolution is therefore recommended by the Board of Directors to the shareholders to be passed as a Special Resolution set out at item No. 8 of the Notice for approval by the shareholders.

Details of Directors Seeking appointment/re-appointment at the 30th Annual General Meeting [According to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on the General Meetings issued by the ICSI] :-

Particulars	Shri Gaurav Goenka	Shri M. Mahadevan
DIN	00375811	00786991
Date of Birth and Age	01.06.1975 & 46 Years	07.04.1955 & 66 Years
Date of Appointment	28.05.2016	17.06.2016
Qualifications	B.Sc. - Boston University	Commerce Graduate
Experience and expertise in specific functional area	Garments Manufacturing, Real Estate Development and SAP implementation.	Leading entrepreneur in hotel industry around the world. Has been in business of Hospitality and Catering over 30 years
Brief Resume	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Daughter's husband of Shri S. S. Poddar, Managing Director	-
Nature of appointment reappointment	Retires by rotation and offers himself for re-appointment.	Re-appointment
Terms and Conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, appointed as Joint Managing Director at the Annual General Meeting held on September 21, 2019, is liable to retire by rotation and offers himself for re-appointment.	Appointment as a Non-Executive Independent Director
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration last drawn is Rs. 100.93 lakhs in FY 2020-21 and as per existing approved terms and conditions.	Sitting fees paid and details is given in Corporate Governance Report. As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/Committee.
Shareholding in the Company	-	-
The number of meetings of the Board attended during the year	4 out of 4	3 out of 4



Directorships held in other public companies (excluding foreign companies and section 25 companies)	3	5
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL

Registered Office:

E-10,11 & F-14 to 16
RIICO Industrial Area, Sitapura,
Jaipur- 302 022
Tel: 91 0141-2770202/203
E-mail: jaipur@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

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

sd/-
NAVIN JAIN
AVP (Legal) &
Company Secretary

DATE: July 31, 2021

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 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 e-mail address with the Company. I/We, do hereby agree and authorize the Company to send me/us all the communications in electronic mode at the e-mail address mentioned below. Please register the e-mail 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.