

Ref : PPL/SECT/2019-20/

PODDAR PIGMENTS LTD.

Date : 23.08.2019

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

Dear Sir/ Madam,

Sub: Intimation of 28th Annual General Meeting and Closure of Register of Members and Share Transfer Books.

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") the 28th Annual General Meeting ("AGM") of the company schedule to be held on **Saturday, September, 21, 2019 at 10.30 A. M.** at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur- 302022. A copy of Notice of the AGM alongwith e-voting instructions is enclosed herewith.

Pursuant to Regulation 42 of the Listing Regulations, we hereby inform that the Register of Members and Share Transfer Books of the Company shall remain closed from **14th September, 2019 to 21st September, 2019 (both days inclusive)** for the purpose of Annual General Meeting and ascertaining the eligibility of shareholders for payment of Final Dividend, if approved at the ensuing 28th Annual General Meeting of the Members of the Company schedule to be held on 21st September, 2019.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the company is providing facility to the members to cast their votes by electronic means on all the resolutions set out in the Notice of 28th AGM through e-voting services provided by Central Depository Services (India) Limited.

The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at 28th AGM is **Friday, September 13, 2019. The remote e-voting will commence on Wednesday, September 18, 2019 at 9.00 a.m. (IST) and will end on Friday, September 20, 2019 at 5.00 p.m. (IST).**

Further, please note that the date of payment of Final Dividend, if approved, will be made on **5th October, 2019.**

Kindly take the same in your records.

Thanking you,

Yours faithfully,

for **PODDAR PIGMENTS LIMITED**


(NAVIN JAIN)

SR. GM (LEGAL) & COMPANY SECRETARY

CC: National Securities Depository Ltd

Central Depository Services (India) Ltd.

Link Intime India Pvt. Ltd.

Poddar Pigments Ltd.

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 **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at **CROWNE PLAZA, SITAPURA INDUSTRIAL AREA, TONK ROAD, JAIPUR-302022 (RAJASTHAN) ON SATURDAY, THE 21ST SEPTEMBER, 2019 AT 10.30 A. M.** to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019 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, 2019.
3. To appoint a Director in place of Shri R. K. Sureka (DIN: 00058043), Director & CEO, 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 2019-20 and in this regards, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:
"RESOLVED THAT, pursuant to 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 2019-20, 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 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 appointment of Shri Gaurav Goenka (DIN: 00375811), as Joint Managing Director of the Company for a period of 3 years from 1st April, 2019 to 31st March, 2022 and remuneration payable to him for a period of 2 years from 1st April, 2019 to 31st March, 2021."

RESOLVED FURTHER THAT the remuneration to the Joint Managing Director on account of Basic Salary & perquisites and additional remuneration are mentioned below:

1. Remuneration:-

- (i) Basic Salary: Rs. 7.50 lakhs Per Month
- (ii) Perquisites: In addition to the salary, the following perquisites will be allowed:

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

CATEGORY - A

- (a) Rent Free Accommodation (furnished or otherwise) or House Rent Allowance up to a maximum of 60% of Basic Salary
- (b) Expenditure incurred on gas, electricity and water shall be paid/ reimbursed by the company
- (c) Medical Expenses incurred for self and family
- (d) Leave Travel Concession for self & family once in a year to any destination in India or Abroad
- (e) Fee of Clubs (subject to maximum 2 nos)
- (f) Premium for Personal Accident Insurance
- (g) Premium for Personal Life Insurance
- (h) Any other perquisites as per Company's Rules within the ceiling perquisites of Rs. NIL 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 perquisite(s) or the ceiling of perquisites may be reduced by corresponding increase in Basic Salary.

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 not exceeding half a month's salary for each completed year of service.
- (c) Encashment of leave in accordance with the Company's Rules.

2. Other Terms for additional remuneration:

Where in any financial year during the currency of term 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, perquisites and additional remuneration.

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."

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 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 payment of revised remuneration for remaining term of appointment i.e. from 01.04.2019 to 30.09.2019, re-appointment of Shri S. S. Poddar (DIN: 00058025), as a Managing Director of the Company for a period of 5 years from 1st October, 2019 to 30th September, 2024 and remuneration payable to him for a period of 2 years from 1st October, 2019 to 30th September, 2021.

RESOLVED FURTHER THAT the remuneration to the Managing Director on account of Basic Salary & perquisites and additional remuneration are mentioned below:

1. (i) Basic Salary: Rs. 7.50 Lakhs Per Month
- (ii) Perquisites: In addition to the salary, the following perquisites will be allowed:

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

CATEGORY - A

- (a) Rent Free Accommodation (furnished or otherwise) or House Rent Allowance up to a maximum of 60% of Basic Salary
- (b) Expenditure incurred on gas, electricity and water shall be paid/ reimbursed by the company
- (c) Medical Expenses incurred for self and family
- (d) Leave Travel Concession for self & family once in a year to any destination in India or Abroad
- (e) Fee of Clubs (subject to maximum 2 nos)
- (f) Premium for Personal Accident Insurance
- (g) Premium for Personal Life Insurance
- (h) Any other perquisites as per Company's Rules within the ceiling perquisites of Rs 2.75 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 perquisite(s) or the ceiling of perquisites may be reduced by corresponding increase in Basic Salary.

CATEGORY-B

The following perquisites shall also be paid to the 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 not exceeding half a month's salary for each completed year of service.
- (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 Managing Director.
- (b) Provision of telephone at the residence of the Managing Director at Company's cost (not considered as a perquisite). Personal long distance calls shall be billed by the Company to the Managing Director.

2. Other Terms for additional remuneration:

Where in any financial year during the currency of term of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, however subject 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 S. S. Poddar (DIN: 00058025) from time to time during the tenure of his appointment as a Managing Director of the Company including salary, perquisites and additional remuneration.

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."

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 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 managerial remuneration in excess of 5% of the net profit of the Company for the year to one managerial personnel and in excess of 10% of the net profit for all of them taken together. However the overall managerial remuneration shall not exceed 15% of net profit of the Company in any year."

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary 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, Smt. Lalitha Kumaramangalam (DIN: 08259526), who was appointed as an Additional Director of the Company to hold office as an Independent Director in the Board Meeting held on 18.10.2018 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 her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2024".

9. 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, Shri M. K. Sonthalia (DIN: 00021297), who was appointed as an Additional Director of the Company to hold office as an Independent Director w.e.f. 1st April 2019 in the Board

Meeting held on 14.03.2019 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, 2024."

10. 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, Shri N. Gopalaswamy (DIN: 00017659), who was appointed as an Additional Director of the Company to hold office as an Independent Director w.e.f. 1st April 2019 in the Board Meeting held on 14.03.2019 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, 2024".

Registered Office:

E-10, 11 & F-14 to 16
RIICO Industrial Area, Sitapura,
Jaipur- 302 022
Tel: 91 0141-2770202/203
Fax: 91 0141-2771922
E-mail: jaipur@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

By order of the Board

NAVIN JAIN
Sr. GM (Legal) &
Company Secretary

DATE: 23rd July, 2019

NOTES:

1. The Explanatory Statement setting out material facts, pursuant to 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 to 10 of the accompanying Notice is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the



company's Registered Office, duly completed and signed, not less than FORTY- EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 14.09.2019 to 21.09.2019 (both days inclusive).
4. As required under Listing Regulations and Secretarial Standard-2 on General Meeting details in respect of directors seeking appointment / re-appointment at the 28th AGM, is separately annex to hereto. 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, Shri S.S. Poddar, Smt Lalitha Kumaramangalam, Shri M.K.Sonthalia, Shri N. Gopalaswamy & Shri R. K. Sureka, required to be provided pursuant to Listing Regulations, are furnished in the Corporate Governance Report published elsewhere in the Annual Report as well as in the end of the notice.
5. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (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.
6. Pursuant to 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. 591980/- of the Company for the Financial Year ended March 31, 2011 has been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013. The dividend for the financial year ended 31 March, 2012 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013 and the rules made thereunder as and when 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.
7. Information in respect of such unclaimed dividend when

due for transfer to the Investor Education and Protection Fund (IEPF) is furnished in the Corporate Governance Report.

8. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Amendments Rules, 2017, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September, 20, 2018 (date of last Annual General Meeting) on the website of the Company (www.poddarpigmentsltd.com), as also on the Ministry of Corporate Affairs website.
9. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority :
Pursuant 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.
10. Claiming of Shares and Dividends which were transferred to Investor Education and Protection Fund Authority(IEPF):
No claim shall lie against the Company in respect of these 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 which are available at www.iepf.gov.in.
11. 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 or after 05.10.2019 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 and the Central Depository Services (India) Limited as on the close of business hours on 13.09.2019;
 - 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 on or before the close of business hours on 13.09.2019.
12. Please note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participants, as the case may be.
13. Members are requested:
 - a. to bring their copy of the Annual Report at the Meeting.
 - b. to notify any change in their address to M/s Link Intime India Private limited (R&T) / Company.
14. In case of transfer of physical shares as applicable, the



instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company or at the office of R & T Agent prior to the closure of the Register of Members as stated above.

15. The copies of relevant documents can be inspected at the Registered Office of the company on any working day between 10.30 A.M. to 12.30 P.M., till the date of Twenty Eighth Annual General Meeting.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
17. A Route Map showing directions to reach the venue of the 28th AGM is given at the end of this Annual report as per the requirement of the Secretarial Standard-2 on "General Meeting".
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 / Link Intime India Pvt. Ltd.

19. REMOTE E-VOTING

The Company is pleased to offer Remote e-Voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) The remote voting period begins on 18.09.2019 (9.00 a.m. IST) and ends on 20.09.2019 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders/Members.
- v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.

vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (v).

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach '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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii) 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.



- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii) If a demat account holder has forgotten the changed 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions :

- a. Pursuant to the provisions of Section 108 and other

applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Listing Regulations, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passed in the Meeting by 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').

- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13.09.2019 and not casting their vote through remote e-voting, may only cast their vote through Ballot or Polling paper at the Annual General Meeting.
- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d. Shri Babu Lal Patni, Practicing Company Secretary (Membership No. F2304), has been appointed as the Scrutinizer to scrutinize, the remote e-voting process and through Ballot or Polling paper, in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for same purpose.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast through Ballot or Polling papers at the meeting, thereafter unblock the votes cast through remote e-voting within a period of not exceeding three days from the conclusion of voting at the Annual General Meeting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company
- f. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on 13.09.2019.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.poddarpigmentsltd.com and on the website of CDSL within three days of the passing of the resolutions at the 28th Annual General Meeting of the Company on 21.09.2019 and simultaneously communicated to the BSE & NSE Ltd.
- h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 21.09.2019.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013

Item No. 4

On the basis of 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 2019-20 on a remuneration of Rs. 55000/- (Rupees fifty five thousand only) and Taxes as applicable.

Certificate dated 01.04.2019 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 10.30 A.M to 12.30 P.M on all working days and shall also be available at the meeting.

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 relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

Item No. 5

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), a relative of Shri S. S. Poddar (DIN: 00058025) was introduced in to 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) for over a year 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 appointment of and 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 alongwith the notice calling the General Meeting are as under:

I GENERAL INFORMATION

- 1. Nature of Industry:** Masterbatch and Engineering Plastic Compounds.

- 2. Date or expected date of commencement of commercial production:** The Company has already commenced commercial production from 1st March, 1995.

- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

- 4. Financial performance based on given indicators :**

Particulars for the financial year ended 31.03.2019	Rs. In Lakhs
Total Revenue Receipts (Gross) including other income	40842
Operating Profit (before finance cost, Depreciation and Tax)	2720
Profit Before Tax	2361

- 5. Export Performance and net foreign exchange earnings and collaborations:**

The earning in Foreign Exchange by Exports & others for the year ended 31.03.2019 was Rs. 9901 Lakhs.

- 6. Foreign investment of collaborators, if any:**

Not Applicable.

II INFORMATION ABOUT THE JOINT MANAGING DIRECTOR :

- 1. Background, recognition and award details:**

Shri Gaurav Goenka (DIN: 00375811), aged 44 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 :**

NIL

- 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 meetings held on 19.03.2019 approved the terms of remuneration for 2 years tenure of Shri Gaurav Goenka



(DIN: 00375811), commencing from 1st April, 2019 as under :

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

B Perquisites : NIL

5. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person :** The executive's remuneration in the industry had risen substantially over 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 and 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 coming years.

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 19.03.2019. 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 alongwith 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 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, are given below. Copy of the draft letters for appointment of Shri Gaurav Goenka (DIN: 00375811) as a Joint Managing Director setting out the terms and conditions, are 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 relative 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 Nos. 5 of the Notice for approval by the shareholders.

Item No. 6

The Board of Directors of the Company ("the Board"), at its meeting held on July 23, 2019 has, subject to approval of members, for re-appointment of Shri S. S. Poddar (DIN: 00058025) as a Managing Director for a further period of Five Years from 01.10.2019 to 30.09.2024. The present tenure of appointment of Shri S. S. Poddar (DIN: 00058025), Managing Director expires on 30.09.2019 and the Remuneration Committee of the Board, at its meeting held on July 23, 2019, recommended the payment of revised remuneration for remaining term of appointment i.e. from 01.04.2019 to



30.09.2019.

As per Part-I of Schedule V provide that where the appointee has attained the age of 70 years and his appointment has been approved by special resolution, no further approval of central govt. shall be necessary for such appointment. Shri S. S. Poddar (DIN: 00058025) has attained the age of 70 years. Shri S.S. Poddar (DIN: 00058025), a graduate Engineer has wide industrial experience spanning over 47 years. The company has progressed substantially under his leadership. Accordingly, permission of the members is required under Part-I of Schedule V of the Companies Act, 2013. The Directors, therefore, recommend this resolution for members' approval.

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 alongwith the notice calling the General Meeting are as under:

I 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 31.03.2019	Rs. in Lakhs
Total Revenue Receipts (Gross) Including other Income	40842
Operating Profit (before finance cost, Depreciation and Tax)	2720
Profit Before Tax	2361

- Export Performance and net foreign exchange earnings and collaborations:**
The earning in Foreign Exchange by Exports & others for the year ended 31.03.2019 was Rs. 9901 Lakhs.
- Foreign investment of collaborators, if any:**
Not Applicable.

II INFORMATION ABOUT THE MANAGING DIRECTOR:

- Background, recognition and award details:**
Shri S. S. Poddar (DIN: 00058025), a graduate Engineer, aged 70 years is the Managing Director of Company since 01.07.1994. He has wide industrial experience spanning over 47 years. The company has progressed substantially under his leadership.

2. Past Remuneration :

The last remuneration of Shri S.S. Poddar (DIN: 00058025) approved by the Members of the company at their Annual General Meeting held on 09.08.2016 was as under:

- | | |
|----------------|--|
| A Basic Salary | : Rs. 5,00,000/- P.M. |
| B Commission | : at such percentage of Net Profit as calculated under section 198 of the Companies Act, 2013. |
| C Perquisites | : Rs. 2,75,000/- P.M. |

- Job Profile and his suitability:** Shri S. S. Poddar (DIN: 00058025), 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 meetings held on 23.07.2019 approved the revision in terms of remuneration for remaining period of present appointment i.e. 01.04.2019 to 30.09.2019 and the re-appointment for 5 years tenure and remuneration for 2 years of Shri S. S. Poddar (DIN: 00058025) commencing from 1st October, 2019 as under :

- | | |
|----------------|---------------------|
| A Basic Salary | : Rs. 750000/- P.M. |
| B Perquisites | : Rs. 275000/- P.M. |

- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person :** The executive' remuneration in the industry had risen substantially over 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 S. S. Poddar (DIN: 00058025) before approving the remuneration as proposed herein before.
- Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any :** Besides the remuneration proposed, Shri S. S. Poddar (DIN: 00058025) does not have any pecuniary relationship with the company. Smt.



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

III OTHER INFORMATION :

- 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.
- Steps taken or proposed to be taken for improvement and 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 coming years.

The proposed remuneration of Shri S. S. Poddar (DIN: 00058025) has been approved by the Nomination and Remuneration Committee in terms of Schedule V to the Companies Act at its meeting held on 23.07.2019. 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 alongwith the Notice is given herewith in the preceding paragraphs.

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

Brief resume of Shri S. S. Poddar (DIN: 00058025), nature of his expertise in specific functional areas and names of companies in which they 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 letters for appointment of Shri S. S. Poddar (DIN: 00058025) as a Managing Director setting out the terms and conditions, are 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.

None of the Directors, except Shri S. S. Poddar (DIN: 00058025), being the Managing Director and Smt. Mahima P. Agarwal (DIN: 03588809) & Shri Gaurav Goenka (DIN: 00375811) being relative of Shri S. S. Poddar (DIN: 00058025) 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 Nos. 6 of the Notice for approval by the shareholders.

Item No. 7

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 remuneration payable to the Managerial personnel for FY 2019-20 and 2020-21 may therefore be in excess of the limit of 5% for each Managerial Personnel and 10% for all managerial personnel taken together. Under Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a Public company to its directors cannot exceed 11% and the remuneration payable to one Executive Director shall not exceed 5% and if there are more than one such director it should not exceed 10% of the net profits of the company. However, remuneration can be paid over the above limits with the approval of the Company in a General 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), being the Director & CEO and Smt. Mahima P. Agarwal (DIN: 03588809), being relative of Shri S. S. Poddar (DIN: 00058025) and 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 Nos. 7 of the Notice for approval by the shareholders.

Item No. 8

In the Board Meeting held on 18.10.2018 Smt. Lalitha Kumaramangalam (DIN: 08259526) was appointed as Additional Director to hold office as Independent Director of the Company. It is proposed to appoint Smt. Lalitha Kumaramangalam (DIN:



08259526) as 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 5(five) consecutive years for a term up to 31st March, 2024.

Smt. Lalitha Kumaramangalam (DIN: 08259526) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received notices in writing from members under Section 160 of the Act proposing the candidatures of Smt. Lalitha Kumaramangalam (DIN: 08259526) for the office of Director of the Company.

The Company has also received declarations from Smt. Lalitha Kumaramangalam (DIN: 08259526) that she 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, Smt. Lalitha Kumaramangalam (DIN: 08259526), fulfill the conditions for appointment as independent Directors as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Smt. Lalitha Kumaramangalam (DIN: 08259526) is independent of the management.

Brief resume of Smt. Lalitha Kumaramangalam (DIN: 08259526), nature of her expertise in specific functional areas and names of companies in which she 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 letters for appointment of Smt. Lalitha Kumaramangalam (DIN: 08259526) as independent Director setting out the terms and conditions, are 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.

Smt. Lalitha Kumaramangalam (DIN: 08259526) is interested in the resolutions set out at item Nos. 8 of the Notice with regard to her respective appointments.

The relatives of Smt. Lalitha Kumaramangalam (DIN: 08259526) may be deemed to be interested in the resolutions set out at item Nos. 8 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/her 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 an Ordinary

Resolution set out at item Nos. 8 of the Notice for approval by the shareholders.

Item No. 9 & 10

At the Annual General Meeting held on 23rd August 2014, the members of the Company had appointed Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) as an Independent Directors of the Company, to hold office upto 31st March, 2019 ("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 8th March, 2019, re-appointment of Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) as an Independent Directors, 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 14th March, 2019 that, given their background and experience and contributions made by them during their tenure, the continued association of both the directors would be beneficial to the company and it is desirable to continue to avail their services as an independent directors.

Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) are Independent Directors of the Company. It is proposed to re-appoint Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) as an Independent Directors 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, 2024.

Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director. The Company has received notices in writing from members under Section 160 of the Act proposing the candidatures of Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) for the office of Director of the Company.

The Company has also received declarations from Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) that they meet 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. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659), fulfill the conditions for appointment as an independent Directors as specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659) are independent of the management.

Brief resume of Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalaswamy (DIN: 00017659), nature of their expertise in



specific functional areas and names of companies in which they 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 respective draft letters for appointment of Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalswamy (DIN: 00017659) as an independent Directors setting out the terms and conditions, are 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 Resolutions and Explanatory Statement are to be treated as an abstract under Section 190 of the Companies Act, 2013.

Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalswamy (DIN: 00017659) are interested in the resolutions set out

respectively at item Nos. 9 and 10 of the Notice with regard to their respective appointments.

The relatives of Shri M. K. Sonthalia (DIN: 00021297) and Shri N. Gopalswamy (DIN: 00017659) may be deemed to be interested in the resolutions set out respectively at item Nos. 9 and 10 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 these resolutions.

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. 9 & 10 of the Notice for approval by the shareholders.

Details of Directors Seeking appointment / re-appointment at the 28th Annual General Meeting [Pursuant 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 S. S. Poddar	Smt. Lalitha Kumaramangalam	Shri M. K. Sonthalia	Shri N. Gopalswamy	Shri R.K.Sureka
DIN	00375811	00058025	08259526	00021297	00017659	00058043
Date of Birth and Age	01.06.1975 & 44 Years	10.09.1949 & 70 Years	14.01.1958 & 61 Years	16.09.1957 & 62 Years	06.02.1932 & 87 Years	11.12.1956 & 62 Years
Date of Appointment	28.05.2016	28.02.1994	18.10.2018	28.02.1994	01.07.1994	30.05.1999
Qualifications	B.Sc. - Boston University	B.Sc. (Engg.)	B.A. (Economics Honours), M.B.A.	B. Com.	B. Sc./ B. E.	B.Com., F.C.A. & F.C.S.
Experience and expertise in specific functional area	Garments Manufacturing, Real Estate Development and SAP implementation.	Having wide industrial experience spanning over 47 years	She has expertise in H.R., Marketing Management, Gender Studies and Laws.	An Industrialist and having vast experience.	A senior member of the Institute of Industrial Engineers, U.S.A. and also the fellow of Institute of Engineers India. Having more than 6 decades of experience.	Having 40 years of experience. More specialized in running industry, forming strategy, corporate management and also having good experience in finance, taxation and other commercial matters.
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.	Resume is given in the Corporate Governance forming part of Annual Report.	Resume is given in the Corporate Governance forming part of Annual Report.	Resume is given in the Corporate Governance forming part of Annual Report.	Resume is given in the 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	Father of Smt. Mahima P. Agarwal, Director	-	-	-	-
Nature of appointment/ re-appointment	Appointment	Re-appointment	Appointment	Re-appointment	Re-appointment	Retires by rotation and offers himself for re-appointment.
Terms and Conditions of appointment/ re-appointment	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as	Appointment as a Non-Executive Independent Director	Appointment as a Non-Executive Independent Director	Appointment as a Non-Executive Independent Director	In terms of Section 152(6) of the Companies Act, 2013, appointed as a Director & CEO at the Annual General Meeting held on September



Particulars	Shri Gaurav Goenka	Shri S. S. Poddar	Smt. Lalitha Kumaramangalam	Shri M. K. Sonthalia	Shri N. Gopalaswamy	Shri R.K.Sureka
	the Company's website i.e. www.poddarpigments ltd.com. The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.	displayed on the Company's website i.e. www.poddarpigments ltd.com. The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.				20, 2018, is liable to retire by rotation and offers himself for re-appointment.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fees paid and details is given in Corporate Governance Report and from 01.04.2019 as per approval in the members meeting on terms and conditions.	Remuneration last drawn is Rs 120.95 Lakhs in FY 2018-19 and As per existing approved terms and conditions.	Sitting fees paid and details is given in Corporate Governance Report. As an Independent Director, she is entitled to sitting fees for attending meetings of the Board/ Committee.	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.	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.	Remuneration last drawn is Rs. 132.00 Lakh in FY 2018-19 and As per existing approved terms and conditions.
Shareholding in the Company	-	Holds 41000 Equity Shares	-	-	-	Holds 2563 Equity Shares
The number of meetings of the Board attended during the year	6 out of 7	7 out of 7	1 out of 4 (appointed additional director w.e.f. 18.10.2018)	3 out of 7	2 out of 7	4 out of 7
Directorships held in other public companies (excluding foreign companies and section 25 companies)	NIL	2	NIL	3	7	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL	3	NIL

Registered Office:

E-10,11 & F-14 to 16
RIICO Industrial Area, Sitapura, Jaipur- 302 022
Tel: 91 0141-2770202/203
Fax: 91 0141-2771922
E-mail: jaipur@poddarpigmentsltd.com
Website: www.poddarpigmentsltd.com
CIN: L24117RJ1991PLC006307

By order of the Board

NAVIN JAIN
Sr. GM (Legal) &
Company Secretary

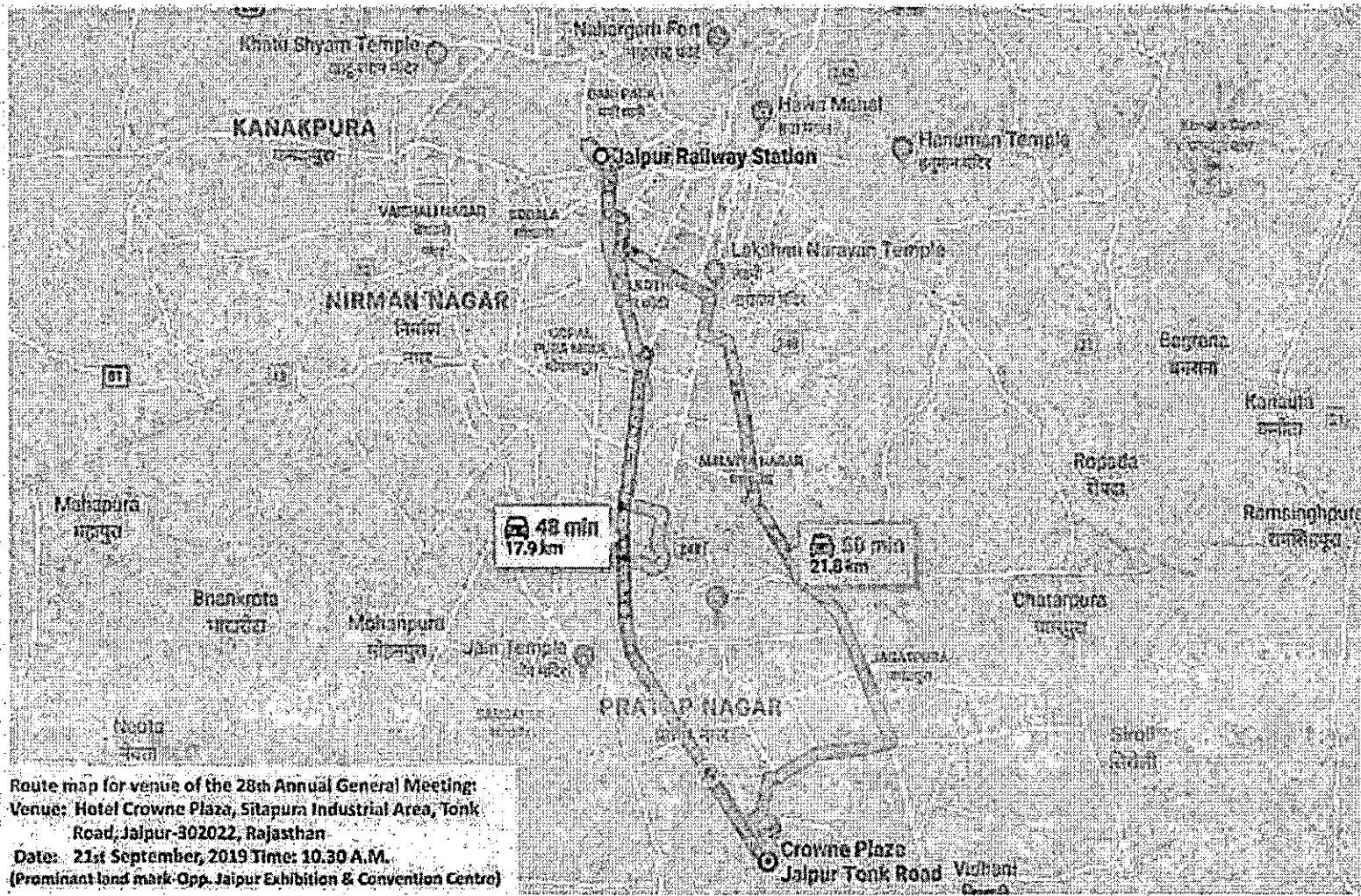
DATE: 23rd July, 2019

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.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is required to maintain Bank details of its Members for the purpose of Payment of 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.**

ROUTE MAP





PODDAR PIGMENTS LIMITED

CIN: L24117RJ1991PLC006307

Registered office: E-10,11 & F-14 To 16, RIICO Industrial Area, Sitapura,
Jaipur-302 022 (Rajasthan)

ATTENDANCE SLIP

TWENTY EIGHTH ANNUAL GENERAL MEETING- 21st SEPTEMBER, 2019

Please complete the attendance slip and hand over at the entrance of the meeting hall.

I /We hereby record my/ our presence at the Twenty Eighth Annual General Meeting of the Company held on Saturday, the 21st September, 2019 at 10.30 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur-302022 (Rajasthan).

For Physical Holding	For Electronic Form (Demat) NSDL/ CDSL		No. of shares
LF No.	DP ID	CLIENT ID	
NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):			

SIGNATURE OF THE MEMBER/
JOINT MEMBER(S)/ PROXY

E-VOTING INFORMATION

EVS (Electronic Voting Sequence Number)	User ID	Password