

PODDAR PIGMENTS

Ref: PPL/JPR/SECT/2024-25

Date: 29th August, 2024

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

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

Company Code: 524570

Company Symbol: PODDARMENT

Sub: Notice of 33rd Annual General Meeting (“AGM”) of the Company scheduled to be held on Monday, 23rd September, 2024 at 11.00 A.M.

Dear Sir(s)/Madam,

Please find enclosed herewith a copy of Notice of 33rd Annual General Meeting (“AGM”) of the Company scheduled to be held on Monday, 23rd September, 2024 at 11.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) Facility.

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

Kindly take the same in your records.

Thanking you,

Yours faithfully,
For Poddar Pigments Limited

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Encl: As above

Poddar Pigments Limited

Regd. Office & Works :
E-10-11 & F-14 to 16
RIICO Industrial Area, Sitapura
Jaipur - 302 022 Rajasthan, India.
Tel.: +91-141-2770202/03/287/291
Fax : +91-141-2771922
Email : jaipur@poddarpigmentsltd.com
CIN : L24117RJ1991PLC006307
GSTIN : 08AAAAC1125E1ZZ



NOTICE

Dear Member,

NOTICE is hereby given that the **THIRTY THIRD ANNUAL GENERAL MEETING** of the members of Poddar Pigments Limited ("Company") will be held on **MONDAY, 23RD SEPTEMBER, 2024 at 11.00 A.M. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare the Dividend of Rs. 4/- per Equity Share of Rs. 10/- each for the financial year 2023-24.
3. To re-appoint Shri Shiv Shankar Poddar (DIN: 00058025), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To ratify the remuneration of Cost Auditors for the financial year 2024-25 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable GST and out of pocket expenses, if any, in connection with the Cost Audit payable to M/s. K.G. Goyal & Associates (Firm Reg. No. 000024), Cost Accountants, Jaipur, who have been appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2025, be and is hereby ratified."

5. To approve the re-appointment of Shri Shiv Shankar Poddar (DIN: 00058025), as Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(54), 152, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder, Regulation 17(6)(e) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company, be and is hereby accorded for re-appointment of Shri Shiv Shankar Poddar (DIN: 00058025) as

Managing Director of the Company, for a period of three years with effect from 1st October, 2024 to 30th September, 2027, liable to retire by rotation, upon the terms and conditions and remuneration as enumerated herein below:

I. Remuneration

- (i) Basic Salary: Rs. 7.50 Lakhs per Month.
- (ii) Special Allowances: Rs. 2.50 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 and C as given below:

CATEGORY - A

1. Rent free accommodation (furnished or otherwise) or House Rent Allowance up to a maximum of 60% of Basic Salary.
2. Expenditure incurred on gas, electricity and water shall be paid/reimbursed by the Company.
3. Medical Expenses incurred for self and family in case of hospitalization.
4. Premium for Health Insurance, Personal Accident & Personal Life Insurance.
5. Leave Travel Concession for self & family once in a year to any destination in India or Abroad.
6. Fee of Clubs/Organization (subject to maximum 2 No's).
7. Any other perquisites as per the Company's Rules within the ceiling perquisites of Rs. 3.00 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 perquisite(s) or the ceiling of perquisites may be reduced by a corresponding increase in Basic Salary & Allowances.

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:

1. 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.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave in accordance with the Company's Rules.

CATEGORY - C

1. 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.
2. Provision of telephone with internet connection 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.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year during the currency of term of the Managing Director, the salary, special allowances, perquisites and other benefits as specified in this resolution, shall be paid as minimum remuneration to Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director of the Company.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, subject to other applicable provisions, if any and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of members of the Company, be and is hereby accorded for the payment of remuneration to Shri Shiv Shankar Poddar (DIN: 00058025), as Managing Director of the Company, who is also a Promoter of the Company, during his term commencing on 1st October, 2024 and ending 30th September, 2027, notwithstanding that the annual remuneration to Shri Shiv Shankar Poddar (DIN: 00058025), may exceed Rs. 5 Crore or 2.5% of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher or the aggregate annual remuneration to all the Executive Directors exceeds 5% of the net profits of the Company.

RESOLVED FURTHER THAT Shri Shiv Shankar Poddar (DIN: 00058025) as Managing Director, shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Managing Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, vary and modify the terms and conditions of the re-appointment of Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director including remuneration, subject to applicable provisions, for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, consequential, incidental, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions."

6. To approve the re-appointment of Shri Gaurav Goenka (DIN: 00375811), as Joint Managing Director & Chief Executive Officer

of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 2(54), 152, 196, 197, 198, 203, Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules made thereunder and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of members of the Company, be and is hereby accorded for re-appointment of Shri Gaurav Goenka (DIN: 00375811), as Joint Managing Director & Chief Executive Officer of the Company, for a period of three years with effect from 1st October, 2024 to 30th September, 2027, liable to retire by rotation, upon the terms and conditions and remuneration as enumerated herein below:

I. 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 and C as given below:

CATEGORY - A

1. Expenditure incurred on gas, electricity and water shall be paid/reimbursed by the Company.
2. Medical Expenses incurred for self and family in case of hospitalization.
3. Leave Travel Concession for self & family once in a year to any destination in India or Abroad.
4. Fee of Clubs/Organization (subject to maximum 2 No's).
5. Premium for Health Insurance, Personal Accident & Personal Life Insurance.
6. Any other perquisites as per the Company's Rules within the ceiling perquisites of Rs. 1.00 Lakhs per Month.

Note: All the perquisites will be inter changeable 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 & Allowances.

CATEGORY - B

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

1. 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.

2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave in accordance with the Company's Rules.

CATEGORY - C

1. 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 & Chief Executive Officer.
2. Provision of telephone with internet connection at the residence of the Joint Managing Director & Chief Executive Officer at Company's cost (Not considered as a perquisite). Personal long distance calls shall be billed by the Company to the Joint Managing Director & Chief Executive Officer.

II. Other terms for Additional Remuneration

In addition to the Salary, Allowances and Perquisites, as specified above, the Joint Managing Director & Chief Executive Officer, 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 and Remuneration Committee and the Board of Directors.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 196, 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year during the

currency of term of the Joint Managing Director & Chief Executive Officer, the salary, special allowances, perquisites and other benefits as specified in this resolution, shall be paid as minimum remuneration to Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director & Chief Executive Officer of the Company.

RESOLVED FURTHER THAT Shri Gaurav Goenka (DIN: 00375811) as Joint Managing Director & Chief Executive Officer, shall be liable to retire by rotation under Section 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Joint Managing Director & Chief Executive Officer and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Joint Managing Director & Chief Executive Officer.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to alter, vary and modify the terms and conditions of the re-appointment of Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director & Chief Executive Officer including remuneration, subject to applicable provisions, for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, consequential, incidental, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid resolutions."

Registered Office:

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

Date : 8th August, 2024

Place : Jaipur

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

Anil Kumar Sharma
Company Secretary
FCS No. 9382



NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (collectively referred to as "SEBI Circulars"), permitted the holding of Annual General Meeting ("AGM") through VC/OAVM without the physical presence of the members at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI Circulars, the 33rd AGM of the Company will be held through VC/OAVM on Monday, 23rd September, 2024 at 11.00 A.M. IST and the Registered Office of the Company shall be deemed venue for the AGM. Hence, the members can attend and participate in the AGM through VC/OAVM.
3. In accordance with the provisions of Section 108 of the Act read together with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), the Company has provided remote e-voting facility to all the Members of the Company in respect of the businesses to be transacted at the AGM. The Company has appointed Central Depository Services (India) Limited ("CDSL") for providing a remote e-voting facility and e-voting system to its members during the AGM. Instructions for remote e-voting are provided as part of this Notice, which the Members are requested to read carefully before casting their vote.
4. A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this notice.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out the material facts relating to the resolutions in respect of all Special Businesses specified above and information of the Directors proposed to be re-appointed at the Annual General Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions, is annexed hereto and forms part of this notice.
6. Pursuant to Section 152 and other applicable provisions of the Act, Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director, is retiring by rotation and being eligible, offers himself for re-appointment. The relevant details pursuant to the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM, are annexed to this notice. Requisite declarations have been received from the Directors seeking re-appointment.
7. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.
8. The attendance of the members attending the AGM through VC/OAVM will be counted to ascertain the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to MCA Circulars, the facility to appoint a proxy to attend and cast a vote on behalf of the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
10. Corporate members who are intend to appoint their authorized representatives pursuant to Section 113 of the Act, as the case may be, to attend the AGM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at ppincha@gmail.com with a copy marked to com.sec@poddarpigmentsltd.com, latest by Sunday, 22nd September, 2024 upto 5:00 P.M. Corporate member scan also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
11. The voting rights of the members shall be in proportion to their shareholding of the paid-up share capital of the Company as of the cut-off date for e-voting i.e. Monday, 16th September, 2024. Any person/entity, who acquires shares of the Company and becomes a member after sending notice of this AGM and holding shares of the Company as on the cut-off date for e-voting i.e. Monday, 16th September, 2024, may refer to this notice and other relevant communication including remote e-voting instructions, hosted on the Company's website www.poddarpigmentsltd.com.



12. In terms of the provisions of the Companies Act, 2013 read together with the Rules made thereunder including MCA and SEBI Circulars as issued from time to time, the copy of the Annual Report 2023-24 including Financial Statements, Board's Report, etc. and this notice are being sent by electronic mode, to those members who have registered their email addresses with their respective depository participants or with the Registrar & Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. However, in case a member wishes to receive a physical copy of the Annual Report, he/she is requested to send an email to com.sec@poddarpigmentsltd.com duly quoting his/her DP ID and Client ID or the folio number, as the case may be. The members are requested to kindly register/update their email address and contact details with your Depository Participant.

The Annual Report 2023-24 including notice convening the AGM has been uploaded on the website of the Company at www.poddarpigmentsltd.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The notice of AGM is also available on the website of Central Depository Services (India) Limited at www.evotingindia.com.

13. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 17th September, 2024 to Monday, 23rd September, 2024 (both days inclusive). The dividend of Rs. 4/- per equity share of Rs. 10 each (40%), if declared at the AGM, shall be payable subject to deduction of tax at source (TDS) and to those Shareholders whose name(s) stand registered:

- (a) as Beneficial Owner as at the end of business hours on Monday, 16th, September, 2024 as per the details to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) as member in the Register of Members of the Company/ Registrar & Share Transfer Agent after giving effect to valid share transmissions, if any, in physical form lodged with the Company as at the end of business hours on Monday, 16th September, 2024.

The SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, subsequently amended by Circular No's. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/181 dated 17th November, 2023 read with Regulation 12 of the SEBI Listing Regulations, has mandated that the dividend to Shareholders holding shares in physical form shall be paid only through electronic mode with effect from 1st April, 2024. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, choice of nomination, contact details, mobile no., complete

bank details and specimen signatures are registered.

14. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the members with effect from 1st April, 2020 and the Company is required to deduct TDS from the dividend paid to the members at prescribed rates under the Income Tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, members are requested to complete and/or update their residential status, PAN and category as per the IT Act with their Depository Participants ("DPs") or in case shares are held in physical form, with the Company by sending documents.
15. Link Intime India Private Limited is acting as Registrar & Share Transfer Agent (RTA) for both physical and electronic forms of shareholdings. All communications relating to shares should be addressed to:-
Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West),
Mumbai - 400083, Maharashtra
E-mail: rnt.helpdesk@linkintime.co.in
Tel: 022 - 49186000
16. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in the prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting documents. Further, the members may note that the SEBI has mandated the submission of PAN by every participant in the securities market. For other service requests, members are requested to submit a duly filled and signed Form ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 as may be applicable.
17. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who either do not desire to register for nomination or would want to opt out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at www.linkintime.co.in. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
18. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio by submitting duly filled and signed Form No. ISR-4.
19. The SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 updated as on 11th August,



2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the aforesaid SEBI circulars, after exhausting the option to resolve their grievances with the RTA/Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

20. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. In view of the above and to avail the benefits of dematerialization (Demat), members are requested to consider dematerializing their physical shares. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited ("Registrar" or "RTA") at rnt.helpdesk@linkintime.co.in for any assistance in this regard.
21. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection through electronic means by the members during the AGM. All documents referred to in this notice will also be available for inspection at the registered office of the Company without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. 23rd September, 2024. Members seeking to inspect such documents can send an email at com.sec@poddarpigmentsltd.com with the subject line "Inspection of Documents", mentioning their name, DP ID and Client ID and documents they wish to inspect.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Link Intime India Private Limited/Company.
23. In terms of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Company has transferred the unpaid or unclaimed dividend declared up to the Interim Dividend of financial year 2016-17 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
24. Members are requested to note that, dividends if not encashed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Furthermore, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends /shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5, available on www.iepf.gov.in and by following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time).
25. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. An email ID registration form is annexed to this notice.
26. Members holding shares in electronic form are requested to intimate any change in their email ID or Bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in their email ID or Bank mandates to the Company/Registrar and Share Transfer Agent i.e. Link Intime India Private Limited quoting reference of the registered folio number.
27. Members are requested to quote their Folio No./Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/RTA.
28. Members seeking any information regarding the Financial Statements are requested to write to the Company Secretary at least seven days before the date of the AGM at com.sec@poddarpigmentsltd.com, to enable the management to keep the information ready at the meeting. Those members, who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting, depending upon the availability of time, as appropriate for the smooth conduct of the AGM.
29. The remote e-voting period begins on Friday, 20th September, 2024 (9.00 A.M. IST) and ends on Sunday, 22nd September, 2024 (5.00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as of the cut-off date, i.e. 16th September, 2024 may cast their votes electronically. The e-voting module shall be disabled thereafter. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice of 33rd AGM and holds shares as of the cut-off date i.e. 16th September, 2024, may obtain the login ID and password by sending a request at com.sec@poddarpigmentsltd.com. However, if a member is already registered with the CDSL for e-voting, then he/she can use the existing user ID and password for casting the vote. Shareholders who have already voted prior to the meeting date will not be entitled to vote at the meeting.



THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING THE VIRTUAL ANNUAL GENERAL MEETING ARE AS UNDER:

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

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

- (i) The voting period begins on Friday, 20th September, 2024 at 9.00 A.M. and ends on Sunday, 22nd September, 2024 at 5.00 P.M. 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 Monday, 16th September, 2024 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.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently,

there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for the CDSL Easi/Easiest facility can log in through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The users logging in to Easi/Easiest are requested to visit the CDSL website www.cdslindia.com and click on the Login icon and select the New System Myeasi Tab. 2. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or for joining the virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website www.cdslindia.com, click on the login & New System Myeasi Tab and then click on the registration option. 4. Alternatively, the user can directly access the e-Voting page by providing a Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP to the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under the 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or for joining the virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nSDL.com either on a Personal Computer or on a mobile. Once the home page of the e-Voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site where you can see the e-Voting page. Click on the 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 for joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After Successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to the e-Voting service provider website to cast your vote during the remote e-Voting period or to join the virtual meeting & vote during the meeting.

Important note: Members who are unable to retrieve their User ID/ Password are advised to use the Forgot User ID and Forgot Password options available at the above-mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issues during login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting the toll-free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or calling 022 - 4886 7000 and 022 - 2499 7000.

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

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

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

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

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or the company records to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member ID/folio number in the Dividend Bank details field.



- (ii) After entering these details appropriately, click on the "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for Poddar Pigments Limited.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on the "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA, if any are uploaded, which will be made available to the scrutinizer for verification.
- (xiii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would then be able to link the account(s) for which they wish to vote.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with the attested specimen signature of the duly authorised signatory who is authorised to vote, to the Scrutinizer and the Company at com.sec@poddarpigmentsltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending the meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/iPads for a better experience.
5. Further shareholders will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through laptop connecting via Mobile Hotspots may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to the meeting mentioning their name, demat account number/folio number, email ID, mobile number at com.sec@poddarpigmentsltd.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email ID and mobile number at com.sec@poddarpigmentsltd.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 available during the AGM.



10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at com.sec@poddarpigmentsltd.com or RTA email id at rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining the virtual meeting through Depository.

If you have any queries or issues regarding attending the AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

30. The Board of Directors of the Company in compliance with the Companies (Management and Administration) Rules, 2014, has appointed Shri Akshit Kumar Jangid (Membership No. FCS 11285 and CP No. 16300 partner of M/s. Pinchaa & Co, Company Secretaries, as the Scrutinizer for conducting the voting through remote e-voting process in a fair and transparent manner at the 33rd AGM.
31. The Scrutinizer shall count the votes cast during the 33rd AGM and unblock the votes cast through remote e-voting immediately after the conclusion of voting at the 33rd AGM. The scrutinizer will there after finalise and submit the Scrutinizer's Report of the total votes cast in favour or against, to the Chairperson or a person authorised by him in writing, who shall countersign the same.
The Results of the voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's Equity Shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website www.poddarpigmentsltd.com and CDSL's website www.evotingindia.com. The result will also be displayed on the notice board of the Company at its Registered Office. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 33rd AGM i.e. 23rd September, 2024.

32. For any investor related queries, you are requested to email com.sec@poddarpigmentsltd.com.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the special businesses mentioned under Item Nos. 4 to 6 of the accompanying notice:

Item No. 4

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a Cost Accountant in Practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board of Directors of the Company, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. K.G. Goyal & Associates, Cost Accountants, (Firm Registration Number 000024) as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2025, at a remuneration of Rs. 60,000/- plus applicable GST and out of pocket expenses, if any.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending 31st March, 2025.

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

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

Item No. 5

Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director is completing his current tenure as Managing Director of the Company on 30th September, 2024.

Having regard to the vast knowledge, experience and incredible value addition made by him towards the growth of the Company, it is incumbent that his services should continue to be available to the Company. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the re-appointment of Shri Shiv Shankar Poddar (DIN: 00058025) as Managing Director, liable to retire by rotation, for a period of 3 (Three) years with effect from 1st October, 2024 to 30th September, 2027 (both days inclusive), subject to approval of the shareholders of the Company.

Shri Shiv Shankar Poddar (DIN: 00058025), aged about 75 years, is a B.Sc. Engineering Graduate and has vast industrial experience spanning over 52 years. He has given his consent to act as Managing Director of the Company. He has also confirmed that he is eligible to be



appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 and not restrained from acting as a Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

The detailed profile of Shri Shiv Shankar Poddar (DIN: 00058025) as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 and other applicable provisions including the information as required under Schedule V of the Companies Act, 2013, is annexed to this notice. This explanatory statement along with the resolution may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 17(6)(e) and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed re-appointment including the terms and conditions of remuneration payable to Shri Shiv Shankar Poddar (DIN: 00058025) as Managing Director, requires approval of members by passing of Special Resolution.

Shri Shiv Shankar Poddar (DIN: 00058025) has already attained the age of 70 years and hence, to comply with the provisions of proviso of sub-clause (a) of sub-section (3) of Section 196 of the Companies Act, 2013, the Company is seeking approval of the members through Special Resolution.

The Board of Directors of the Company considers that an association of Shri Shiv Shankar Poddar (DIN: 00058025) as Managing Director is desirable and it will be beneficial in the interest of the Company as he has the necessary expertise, knowledge and business acumen to drive the business and create value for its all stakeholders. Accordingly, the Board of Directors recommends the Special Resolution for the re-appointment of Shri Shiv Shankar Poddar (DIN: 00058025) as Managing Director of the Company as set out at Item No. 5 of the notice for approval of members of the Company.

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

Except Shri Shiv Shankar (DIN: 00058025), Managing Director being the appointee, Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director, Smt. Mahima Poddar Agarwal (DIN: 03588809), Non-Executive Non-Independent Director and their relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, except to the extent of their shareholding interest in the Company, in the Special Resolution as set out at Item No. 5 of the notice.

Item No. 6

Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director is completing his current tenure as Joint Managing Director of the Company on 30th September, 2024.

Based on his immense knowledge of various aspects relating to the Company's affairs and experience, it is incumbent that his services should continue to be available to the Company. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the re-appointment

of Shri Gaurav Goenka (DIN: 00375811) as Joint Managing Director & Chief Executive Officer, liable to retire by rotation, for a period of 3 (Three) years with effect from 1st October, 2024 to 30th September, 2027 (both days inclusive), subject to the approval of the shareholders of the Company.

Shri Gaurav Goenka (DIN: 00375811), aged about 49 years, has B.Sc. completed from Boston University and has more than 26 years of experience in the field of Foreign Trade, Marketing, Business Administration and other allied activities related to operations and management of large Corporates. He has given his consent to act as Joint Managing Director & Chief Executive Officer of the Company. He has also confirmed that he is eligible to be appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 and is not restrained from acting as a Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

The detailed profile of Shri Gaurav Goenka (DIN: 00375811) as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 and other applicable provisions including the information as required under Schedule V of the Companies Act, 2013, is annexed to this notice. This explanatory statement along with the resolution may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed re-appointment including the terms and conditions of remuneration payable to Shri Gaurav Goenka (DIN: 00375811) as Joint Managing Director & Chief Executive Officer, requires approval of members by passing of Special Resolution.

The Board of Directors of the Company considers that an association of Shri Gaurav Goenka (DIN: 00375811) as Joint Managing Director & Chief Executive Officer is desirable and it will be beneficial in the interest of the Company as he has immense knowledge, effective leadership and more than 26 years experience in business management. Accordingly, the Board of Directors recommends the Special Resolution for the re-appointment of Shri Gaurav Goenka (DIN: 00375811) as Joint Managing Director & Chief Executive Officer of the Company as set out at Item No. 6 of the notice for approval of members of the Company.

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

Except Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director being the appointee, Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director, Smt. Mahima Poddar Agarwal (DIN: 03588809), Non-Executive Non-Independent Director and their relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, except to the extent of their shareholding interest in the Company, in the Special Resolution as set out at Item No. 6 of the notice.



PROFILE OF DIRECTORS SEEKING RE-APPOINTMENTS AT THE 33RD ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE ICSI:

Particulars	Shri Shiv Shankar Poddar	Shri Gaurav Goenka
DIN	00058025	00375811
Date of Birth and Age	10 th September, 1949, 75 Years	1 st June, 1975, 49 Years
Date of first Appointment on the Board	28 th February, 1994	28 th May, 2016
Qualifications	B. Sc. (Engineering)	B.Sc. - Boston University
Experience and expertise in specific functional area	Having wide industrial experience spanning over 52 years	Garments Manufacturing, Real Estate Development and SAP Implementation
Brief Resume	He is B.Sc. Engineering Graduate and has vast industrial experience spanning over 52 years.	He has more than 26 years of experience in the field of Foreign Trade, Marketing, Business Administration and other allied activities related to operations and management of large corporates.
Relationship with other Directors, Managers and Other Key Managerial Personnel of the Company	Father of Smt. Mahima Poddar Agarwal (DIN: 03588809), Non-Executive Non-Independent Director and Father in law of Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director.	Son in law of Shri S.S. Poddar (DIN: 00058025), Managing Director.
Nature of appointment/re-appointment	Re-appointment	Re-appointment
Terms and Conditions of appointment/re-appointment	Re-appointment as Managing Director for a period of 3 (Three) years with effect from 1 st October, 2024 to 30 th September, 2027, liable to retire by rotation.	Re-appointment as Joint Managing Director & Chief Executive Officer for a period of 3 (Three) years with effect from 1 st October, 2024 to 30 th September, 2027, liable to retire by rotation.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Remuneration drawn as Managing Director in financial year 2023-24 is Rs. 1.63 Crore. Details of remuneration sought to be paid is mentioned in the Special Resolution.	Remuneration drawn as Joint Managing Director in financial year 2023-24 is Rs. 1.99 Crore. Details of remuneration sought to be paid is mentioned in the Special Resolution.
Shareholding in the Company	5,29,000 Equity Shares	Nil
The number of meetings of the Board attended during the financial year 2023-24	3 out of 4	4 out of 4
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	Nil	Nil
Directorships held in other public Companies (excluding foreign Companies and Section 25 Companies)	Nil	Nil
Memberships/Chairmanships of committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA



INFORMATION PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION:

(i) Nature of Industry

The Company is a leading manufacturer of Master batches and Engineering Plastic Compounds.

(ii) Date or expected date of commencement of commercial production

The Company has commenced commercial production from 1st March, 1995.

(iii) In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus

Not Applicable.

(iv) Financial performance based on given indicators:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Gross Revenue Receipts	42,356	38,680
Profit before Finance Cost, Depreciation & Tax	4,583	4,336
Profit before tax	3,886	3,689
Less: Current Tax	655	818
- Deferred Tax	349	127
- Adjustment	-	10
Profit after tax	2,882	2,734

(v) Foreign investments or collaborators, if any

The Company has not entered into any foreign collaboration. As per the shareholding pattern as of 31st March, 2024, 1

Foreign Portfolio Investor holds 21,000 equity shares representing 0.20% and 143 Non Resident Indians (NRIs) hold 46,456 equity shares representing 0.44% of the paid-up equity share capital of the Company.

II. INFORMATION ABOUT THE APPOINTEES:

S.No.	Particulars	Shri Shiv Shankar Poddar	Shri Gaurav Goenka
(a)	Background Details	Shri Shiv Shankar Poddar (DIN: 00058025), aged 75 years, is a B.Sc. Engineering Graduate and has vast industrial experience spanning over 52 years. He has been associated with the Company since its inception and under his visionary leadership, the Company is one of the leading master batches manufacturer and has made substantial progress.	Shri Gaurav Goenka (DIN: 00375811), aged 49 years, is a B.Sc. from Boston University with extensive expertise in manufacturing and project implementation. He was appointed to the Board of the Company on 28 th May, 2016 and has more than 26 years of experience in the field of Foreign Trade, Marketing, Business Administration and other allied activities related to operations and management of large Corporates.
(b)	Past Remuneration	Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director, has drawn remuneration of Rs. 1.63 Crores during the financial year 2023-24.	Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director, has drawn remuneration of Rs. 1.99 Crores during the financial year 2023-24.
(c)	Recognition or Awards	None	None
(d)	Job profile and his suitability	As Managing Director of the Company, he is responsible for the overall management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience, educational background, vast knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.	As Joint Managing Director & Chief Executive Officer of the Company, he is responsible for day-to-day management of the Company. He has been instrumental in deciding the Company's policy planning, long term vision and is responsible for evolving strategies to combat competition and to attain targets of the Company besides Corporate Governance and ensuring co-ordination among Board. Considering the above and having regard to his age, qualifications, ability, experience and looking to the business requirement, the proposed re-appointment is in the interest of the Company.
(e)	Remuneration Proposed	The details of proposed remuneration are provided in the Special Resolution as set out in Item No. 5 of the notice.	The details of proposed remuneration are provided in the Special Resolution as set out in Item No. 6 of the notice.



S.No.	Particulars	Shri Shiv Shankar Poddar	Shri Gaurav Goenka
(f)	Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Shri Shiv Shankar Poddar (DIN: 00058025), the responsibilities shouldered on him and the industry benchmarks in general, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies.	Shri Gaurav Goenka (DIN: 00375811) has rich experience of handling various areas of business and the Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of his expertise and profile.
(g)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other directors, if any	Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Managing Director. Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director and Smt. Mahima Poddar Agarwal (DIN: 03588809), Non-Executive Director are relatives of Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director. He holds 5,29,000 (4.99%) equity shares of the Company.	Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Joint Managing Director. Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director is a relative of Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director.

III. OTHER INFORMATION:

(a) Reasons for loss or inadequate profits

Lower capacity utilization primarily due to lower production, poor arrival of raw materials, disparity in the export of final products, increased competition in the industry coupled with likely increase in the 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 years.

(b) Steps taken or proposed to be taken for improvement

The Company has initiated various steps to boost its operational performance including lowering its operating cost, augmenting its sales and diversifying in profitable quality products. Improved productivity and cost control measures have been put in place. Various realignment initiatives ensured a reduced cost burden on

the Company resulting in an overall reduction of cost.

(c) Expected increase in productivity and profits in measurable terms

The Company expects that the improvement in consumer sentiment, reduction in production cost through implementation of energy saving measures, increase in productivity through better combination of product mix, and increase in the product range to cater to the requirements of different segments, will enable the growth momentum to pick up. The management continues to be optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channels for the Company, which would contribute to increased revenues and higher margins.

Registered Office:

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

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

Anil Kumar Sharma
Company Secretary
FCS No. 9382

Date : 8th August, 2024

Place : Jaipur



Registration/Updating of Email IDs and Bank Details

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

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

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

E-MAIL REGISTRATION-CUM-CONSENT FORM

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

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

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

Name of the Registered Holder (1st):

Name of the Joint Holder(s) (2nd): (3rd):

Registered Address:

.....

Pin:

Mobile Nos. (to be registered):

Email Id (to be registered):

Signature of the Shareholder(s)*

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