

23<sup>rd</sup> August 2021

BSE Limited  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Ref: Scrip Code- 532626**

Dear Sir/Madam,

**Sub: Submission of 26<sup>th</sup> Annual Report for the Financial Year 2020-21 and Notice of Annual General Meeting (AGM)**

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In continuation to our letter dated 9<sup>th</sup> August 2021 and pursuant to Regulation 34 of SEBI (Listing Obligations and disclosure Requirements) Regulations 2015 we enclose herewith the 26<sup>th</sup> Annual Report of our company for the Financial Year 2020-21 alongwith the Notice of the AGM to be held on Saturday, 18<sup>th</sup> September at 03:00 P.M. through Video conferencing / Other Audio Visual Means.

In compliance with section 108 of the Companies Act 2013 and Regulation 44 of SEBI (Listing Obligations and disclosure Requirements) Regulations 2015, the Company is providing the facility of Remote E-voting and E-voting at the 26<sup>th</sup> AGM through Central Depository Services Limited (CDSL) for the resolutions proposed to be passed at the AGM. The remote E-voting shall commence from Wednesday, 15<sup>th</sup> September 2021 at 09.00 A.M. and end on Friday, 17<sup>th</sup> September 2021 at 05.00 P.M. The cut-off date for determining the eligibility of the Shareholders to cast their vote is Saturday, 11<sup>th</sup> September 2021.

The 26<sup>th</sup> Annual Report containing the Notice of AGM is also uploaded on the Company's website <https://pocl.co.in/annual-reports/>

Kindly take note of the above information on record.

Thanking you  
Yours faithfully

For **Pondy Oxides and Chemicals Limited**



**K. Kumaravel**  
**GM Finance & Company Secretary**



**NOTICE TO THE 26<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Saturday, 18<sup>th</sup> September 2021 through Video Conferencing/other Audio-Visual Means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESSES:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2021 together with the reports of Board of Directors' and Auditors' thereon:**  
To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:  
"RESOLVED THAT the Audited Financial statements for the year ended 31<sup>st</sup> March 2021 and Board's Report and Auditor's Report thereon be and are hereby considered and adopted."
- 2. To declare Final Dividend of Rs. 2.50/- (i.e. 25%) per equity share of Rs. 10/- each for the Financial Year ended 31<sup>st</sup> March 2021:**  
To consider and if thought fit, to pass, the following resolution, as an Ordinary Resolution:  
"RESOLVED THAT the final dividend of Rs. 2.5/- per equity share of Rs. 10/- each (25%) as recommended by the Board of Directors in their meeting held on 25<sup>th</sup> June 2021, be and is hereby declared for the financial year ended 31<sup>st</sup> March 2021 and that the same be paid out of the profits of the Company for the said Financial Year to those shareholders whose names appear in the Register of Members and the beneficial holders of the dematerialized shares as on 11<sup>th</sup> September 2021 as per the details provided by the Depositories for this purpose."
- 3. To appoint a Director in the place of Mr. Anil Kumar Bansal (DIN: 00232223), who retires by rotation and being eligible, offers himself for reappointment:**  
To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:  
"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mr. Anil Kumar Bansal (DIN: 00232223), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and he shall continue to be the Chairman and Whole-Time Director of the Company."

**SPECIAL BUSINESSES:**

- 4. To increase the Borrowing powers and power to mortgage the properties of the company:**  
To Consider and if thought fit, to pass, the following resolution as Special Resolution:  
"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company in the 22<sup>nd</sup> Annual General Meeting held on 27<sup>th</sup> September 2017 and pursuant to the provisions of Sections 180(1)(a), 180(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board"), to borrow any sum or sums of money from time to time at its discretion, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves subject to such aggregate borrowings not exceeding an amount of Rs. 300 crores (Rupees Three Hundred crores only) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.  
**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded to the Board to mortgage and/or charge all or any of the movable or immovable property of the Company, wheresoever situated, being present or in future, in favour of Banks, Financial Institutions and other Persons, Firms, Bodies Corporate to secure the loan advanced/agreed to be advanced together with the interest thereon for an amount not exceeding Rs. 300 crores (Rupees Three Hundred crores only) in aggregate at any given point of time.  
**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

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### 5. To amend and adopt the Main Objects Clause of the Memorandum of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the necessary Rules, including any statutory modification(s) or re-enactment thereof, for the time being in force and necessary Schedules to the Act, consent of the Members be and is hereby accorded subject to the approval of the Registrar of Companies, for amending the contents of Memorandum of Association of the Company under Clause III (A) titled **“the Main Objects of the Company to be pursued on its Incorporation are”** by replacing the existing clauses with the following clauses:

1. *To carry on the business of manufacturers, producers, repairers, traders, dealers, importers, exporters, buyers, sellers, jobbers, recyclers, cleaners, processing, treating, extraction, representatives, melters, smelters, intermediaries of machinery, equipment, electrical, electronic and engage in all types of Non-Ferrous Metals, re-processing of Plastic, recycled granules, pellets of PP, HDPE, LDPE, HIPS and ABS and its by-products for commercial work in India or elsewhere in the world;*
2. *To acquire in India or elsewhere by purchase, lease, assignment, transfer or otherwise mines, mining rights, or any other earthen surface containing all kinds of Non-Ferrous Metals and other related materials and to manufacture, treat, search, beneficiate, survey, improve, remove and extract from mines, quarry, fabricate, refine, import, export, purchase, sell and deal and to act as brokers, agents, stockiest, distributors and suppliers of all kinds of Non-Ferrous Metals and other related materials;*
3. *To carry on in India or elsewhere the business as manufacturers, producers, importers, exporters, buyers, sellers, traders, carrying and forwarding agents, brokers, stockist, packers, re-packers, consultants, valuers, commission agents and deal in all kinds of Batteries including Lithium ion battery, Inverters, UPS, Electronic Items, Machinery and Equipment's, all kinds of electrical and electronic products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, Metals and Metal Scrap, Minerals, Chemicals, Hardware items, industrial and consumer goods, earth ware and all kinds of non-ferrous metals including related materials resulting from above and their scraps including e-waste along with the technical know-how;*
4. *To carry on the business of manufacture, buy, sell, import, export, process, treat and deal in all kinds of active pharmaceutical ingredients, intermediates, formulations and all raw materials related to the same;*
5. *To recycle, treat, refurbish, recover, reprocess, refine, and salvage all types of industrial, domestic or commercial waste including e-waste and any item of any salvageable value whatsoever for further value addition or resale or reuse as is or in another process. Also, to buy, sell, import, export, trade, distribute, resell any such waste or item of any salvageable value or any product derived from the processing, recovery, refurbishment, refining, recycling and treatment of such waste or item of salvageable value*

**RESOLVED FURTHER THAT** Mr. Ashish Bansal, Managing Director, Mr. K Kumaravel, GM Finance & Company Secretary be and is hereby authorised severally to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

### 6. To ratify the remuneration of the Cost Auditors for the Financial Year 2020-21:

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 applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the consent of the members be and hereby accorded to ratify the remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand only) in addition to applicable taxes and out of pocket expenses, fixed by the Board of Directors, to M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai (having Firm Registration Number 00085), appointed by the Board of Directors as Cost Auditors to conduct the Audit of the cost records of the Company for the Financial Year 2020-21.”

**By Order of the Board**  
For **Pondy Oxides and Chemicals Limited**

Place : Chennai  
Date : 26<sup>th</sup> July 2021

**K. Kumaravel**  
GM Finance & Company Secretary

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA”) followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “Circulars”) issued by the Securities and Exchange Board of India (“SEBI”), has permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and aforesaid Circulars, the AGM of the Company is being held through VC / OAVM and the shareholders can attend and participate in the AGM through VC/OAVM only. The deemed venue of the AGM will be the Registered office of the company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.  
Corporate member(s) intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting;
3. The Members can join the AGM through VC/OAVM mode 30 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 in the AGM through VC/OAVM will be made available for 1000 members on 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 restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice;
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act;
5. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item No.4, 5 and 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed;
6. Book Closure and Dividend:
  - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from 12<sup>th</sup> September 2021 to 18<sup>th</sup> September 2021 (both days inclusive) for the purpose of payment of dividend;
  - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made as under:
    - (i) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as at the end of 11<sup>th</sup> September 2021
    - (ii) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before 11<sup>th</sup> September 2021
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents - M/s. Cameo Corporate Services Limited for assistance in this regard;
8. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively, for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically;

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9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Cameo Corporate Services Limited, in case the shares are held in physical form;
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
11. Members seeking any information with regard to the financial statements are requested to write to the Company at [kk@pocl.co.in](mailto:kk@pocl.co.in) at least 7 days before the Annual General Meeting so as to enable the management to keep the information ready at the Annual General Meeting;
12. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

- (a) Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares and/or unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Members' interest to claim any uncashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the Financial Year ended 31<sup>st</sup> March 2014 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent at the following address, to claim the unclaimed/ unpaid dividends:

M/s. Cameo Corporate Services Limited  
 "Subramanian Building" No.1  
 Club House Road  
 Chennai – 600002  
 Tel: +91-44-2846 0390 (6 lines)  
 Fax: +91-44-2846 0129  
 Email : [murali@cameoindia.com](mailto:murali@cameoindia.com)

- (b) Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with applicable rules, the Company has transferred the unpaid or unclaimed dividends for the financial year 2012-13 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government;
- (c) Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31<sup>st</sup> March 2021 on the website of the Company (<https://pocl.co.in/portfolio/investor-relations/>).
- (d) Pursuant to provisions of Section 124 of the Companies Act, 2013 read with applicable rules, unpaid dividend due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the year ended	Date of Declaration	Proposed date of Transfer*
March 31, 2014	September 12, 2014	October 18, 2021
March 31, 2015	September 16, 2015	October 22, 2022
March 31, 2016	September 17, 2016	October 23, 2023
March 31, 2017	September 27, 2017	October 3, 2024
March 31, 2018	September 22, 2018	October 28, 2025
March 31, 2019	September 18, 2019	October 24, 2026
March 31, 2020	March 13, 2020	April 19, 2027

\*Indicative dates, actual dates may vary.

- (e) Pursuant to the notification of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Authority Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. The Company has issued notice to the concerned shareholders intimating them of the impending transfer of shares and simultaneously published a notice in newspapers. The Company has also uploaded the details of the same on the website of the Company for the benefit of the shareholders. Members are requested to verify the status in the Company's website (<https://pocl.co.in/transfer-of-shares/>).

**13. Payment of Dividend through electronic means:**

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent - M/s. Cameo Corporate Services Limited;
- (b) Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants;
- (c) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members;
- (d) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to [murali@cameoindia.com](mailto:murali@cameoindia.com) latest by 11:59 P.M. (IST) on 11<sup>th</sup> September 2021.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [murali@cameoindia.com](mailto:murali@cameoindia.com). The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on 11<sup>th</sup> September 2021.

14. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

**15. Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

**16. Nomination Facility:**

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

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17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at [kk@pocl.co.in](mailto:kk@pocl.co.in);
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM and the Annual Report 2020-21 will also be available on the Company's website at [www.pocl.co.in](http://www.pocl.co.in), on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL <https://www.cdslindia.com/>;
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

### VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below:
2. The remote e-Voting period commences at 9:00 A.M. (IST) on Wednesday, 15<sup>th</sup> September 2021 and ends at 5:00 P.M. (IST) on Friday, 17<sup>th</sup> September 2021. The e-Voting module shall be disabled by CDSL for voting thereafter. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Saturday, 11<sup>th</sup> September 2021, may cast their votes electronically. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Those Members, who will be 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 during the AGM;
3. The Company has appointed Mr. Krishna Sharan Mishra of M/s. KSM & Associates., Company Secretaries (Membership No. FCS 6447) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the purpose;
4. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again;
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Saturday, 11<sup>th</sup> September 2021 ("Cut-Off Date");
6. Any person, who are other than individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off date i.e. Saturday, 11<sup>th</sup> September 2021, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you could reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evotingindia.com](http://www.evotingindia.com). In case of Individual shareholders holding securities in Demat mode, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut-off date i.e. Saturday, 11<sup>th</sup> September 2021 are requested to follow the login method mentioned below in point (A) under e-Voting instructions;
7. **E-Voting Instructions:**

The way to vote electronically on CDSL/NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to CDSL/NSDL e-Voting system

- (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode is allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat Accounts in order to access e-Voting facility.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> <li>(i) Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System - Myeasi.</li> <li>(ii) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>(iii) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>(iv) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress</li> </ul>
Individual Shareholders holding securities in Demat mode with NSDL.	<ul style="list-style-type: none"> <li>(i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>(ii) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>.</li> <li>(iii) Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>(iv) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against</li> </ul>



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	company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with CDSL/NSDL for e-Voting facility. Once login is complete, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL/NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option 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.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22 2305 8738 or +91 22 2305 8542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue to login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430

(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.  
If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- (v) If you are a first-time user follow the steps given below:

<b>Particulars</b>	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (C) Facility for Non – Individual Shareholders and Custodians –Remote Voting:
- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) 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.

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- (iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (v) 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.
- (vi) Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [evoting.ksmassociates@gmail.com](mailto:evoting.ksmassociates@gmail.com) and to the Company at the email address viz; [kk@pocl.co.in](mailto:kk@pocl.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS TO MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

### **GENERAL INSTRUCTIONS / INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:**

1. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: [evoting.ksmassociates@gmail.com](mailto:evoting.ksmassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com);
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.
3. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of [www.evotingindia.com](http://www.evotingindia.com) or call on 022-23058738 and 022-23058542/43 or send a request at helpdesk. Any query or grievance connected with the remote e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
4. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. K. Kumaravel, Company Secretary at KRM Centre, 4th Floor, No. 2, Harrington Road, Chetpet, Chennai – 600031, Tamil Nadu, India. Phone: 044-42965454, Email ID: [kk@pocl.co.in](mailto:kk@pocl.co.in).

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide a request letter duly signed by the first-named shareholder stating Folio No., Name of shareholder, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAR (self-attested copy of Aadhar Card) to the Registrars and Transfer Agents – Cameo Corporate Services Limited;

2. In case shares are held in Demat mode, please contact your Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP;
3. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained under Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode;
4. Alternatively, shareholder / members may send a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for procuring user ID and password for e-voting by providing above mentioned documents;
5. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

**INSTRUCTIONS TO MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM, ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for Access to CDSL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of Company will be displayed.
2. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches
6. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
7. Members who need assistance before or during the AGM, can contact CDSL on +91 22 2305 8738 or +91 22 2305 8542-43 or contact Mr. Rakesh Dalvi, Sr. Manager at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [kk@pocl.co.in](mailto:kk@pocl.co.in) atleast 7 working days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**OTHER INFORMATION:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same;
2. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer’s Report, declare the Results of the voting. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website and on the website of CDSL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed;
3. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Saturday, 18<sup>th</sup> September 2021.

**EXPLANATORY STATEMENT**

*(Pursuant to Section 102 of the Companies Act, 2013)*

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 4 of the accompanying 26<sup>th</sup> AGM Notice:

**ITEM NO. 4**

**Increase in the borrowing powers and power to mortgage properties of the Company:**

The members of the Company in the 22<sup>nd</sup> Annual General Meeting held on 27<sup>th</sup> September 2017, authorised the Board of Directors of the Company to borrow in excess of paid-up capital and free reserves upto an amount of Rs. 200 Crores (Rupees Two Hundred Crores only), excluding the temporary loans.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Section 180(1)(c) and Section 180(1)(a) of the Act, to authorize the Board to borrow in excess of Paid-up share Capital and free reserves and to mortgage in excess of 20 percent of the net worth of the Company and accordingly the resolution is proposed to increase the borrowing limits from Rs. 200 Crores to Rs. 300 Crores.

The resolutions as set out in Item No. 4 of this Notice requires your approval as Special Resolution. None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

**ITEM NO. 5**

**To amend and adopt the Main Object Clause of the Memorandum of Association (MOA) of the Company:**

Your Company was incorporated in the year 1995 and the Company has grown consistently over the last several years and it anticipates growth opportunities in its operations and continues to evaluate various avenues for growth. The Company is currently carrying on the activities pertaining to Lead, Zinc and other metals. Your Board had considered from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

To tap the emerging business opportunities in the changed business environment, it is proposed to expand the business segments by amending the object clause of Memorandum of Association of the Company, considering necessary business expansion strategies on non-ferrous metals. In this regard, the Management of the Company has considered and evaluated a long-term business plan for venturing into other non-ferrous metals viz. Copper, Aluminum, etc in a phased manner.

The alteration in the Main Objects Clause of the Memorandum of Association of the Company, as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be conveniently and advantageously combined with the present activities of the company under the existing circumstances.

Pursuant to the recommendation by Board of Directors in its Meeting held on 26<sup>th</sup> July 2021, approval of the Members of the Company is sought for amendment in the Main Objects of the MOA of the Company. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The following amendments in the existing Main Objects in Clause III (A) shall be subsumed:

Existing Clause III (A) of Memorandum of Association		Proposed Clause III (A) of Memorandum of Association	
Sub clause	Description	Sub clause	Description
1.	To take over the existing business of “PONDY OXIDES AND CHEMICALS” a partnership firm as a running concern with all assets and liabilities including tenancy rights, patent rights, brand rights, and bank liabilities	1.	To carry on the business of manufacturers, producers, repairers, traders, dealers, importers, exporters, buyers, sellers, jobbers, recyclers, cleaners, processing, treating, extraction, representatives, melters, smelters, intermediaries of machinery, equipment, electrical, electronic and engage in all types of Non-Ferrous Metals, re-processing of Plastic, recycled granules, pellets of PP, HDPE, LDPE, HIPS and ABS and its by-products for commercial work in India or elsewhere in the world
2.	To carry on the business of manufacturing, distributing, buying, selling, supplying, converting, importing, exporting, storing, stocking, treating, refining, repairing, maintaining, charging, recharging, re-storing, reconditioning, Zinc Metal, Lead Metal, Zinc Ingots, Zinc Dross, Zinc Oxide, Lead Sub Oxide, Lead Oxide, Litharge, Red Lead, Zinc Lead Salt and Oxide, Salts and Oxides of other metals including PVC Stabilizers and all types of batteries, including storage batteries, dry batteries, button batteries, solar power batteries or other batteries, their components, parts, ingredients, substances, systems, consumables, accessories or fittings and to do all acts and things necessary for the attainment of foregoing objects	2.	To acquire in India or elsewhere by purchase, lease, assignment, transfer or otherwise mines, mining rights, or any other earthen surface containing all kinds of Non-Ferrous Metals and other related materials and to manufacture, treat, search, beneficiate, survey, improve, remove and extract from mines, quarry, fabricate, refine, import, export, purchase, sell and deal and to act as brokers, agents, stockiest, distributors and suppliers of all kinds of Non-Ferrous Metals and other related materials.
3.	To carry on the business of manufacturing, importing, exporters, dealers in heavy chemicals, acids alkalies, petrochemicals, petrochemical derivatives, refrigerants, carbon black, cresols, chemical compounds and chemical of all kinds (solid, flakes, liquid and gaseous), analytical chemists,	3.	To carry on in India or elsewhere the business as manufacturers, producers, importers, exporters, buyers, sellers, traders, carrying and forwarding agents, brokers, stockist, packers, re-packers, consultants, valuers, commission agents and deal in all kinds of Batteries including

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	antibiotics, tanis, chemicals auxiliaries, disinfectants, insecticides, fungicides, deodorants and dealers in chemical products of any kind whatsoever and as wholesale and retail chemicals and druggists and as chemical engineers and analytical chemists		Lithium ion battery, Inverters, UPS, Electronic Items, Machinery and Equipment's, all kinds of electrical and electronic products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, Metals and Metal Scrap, Minerals, Chemicals, Hardware items, industrial and consumer goods, earth ware and all kinds of non-ferrous metals including related materials resulting from above and their scraps including e-waste along with the technical know-how
4.	To manufacture, prepare, import, export, buy, sell, supply, distribute, store, stock maintain and or otherwise handle, deal in and carry on business in therapeutic, chemotherapeutic, pharmaceutical, bacteriological, parasitological, virological, immunological, endocrinological, biological, microbiological, chemical and biochemical, electrolytic, homeopathic, ayurvedic, and other tropical and or Indian theropathic, nutritional, herbal, vegetable, vertinary, botanical, chemicals, drugs, ingredients, products, compounds, mixtures, tablets, pills, capsules, powders, preparations and materials, injections, vaccines, sera and such other substances as may be put to medical and or biomedical use	4.	To carry on the business of manufacture, buy, sell, import, export, process, treat and deal in all kinds of active pharmaceutical ingredients, intermediates, formulations and all raw materials related to the same
—	—	5.	To recycle, treat, refurbish, recover, reprocess, refine, and salvage all types of industrial, domestic or commercial waste including e-waste and any item of any salvageable value whatsoever for further value addition or resale or reuse as is or in another process. Also, to buy, sell, import, export, trade, distribute, resell any such waste or item of any salvageable value or any product derived from the processing, recovery, refurbishment, refining, recycling and treatment of such waste or item of salvageable value

A copy of the proposed MOA of the Company would be available for inspection for the Members electronically, upon Log-in to Company's website at [www.pocl.co.in](http://www.pocl.co.in), till the date of AGM.

The Board hereby recommends the resolution given at Item No. 5 of this Notice for your approval as a Special Resolution.

Further, no other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

**ITEM NO. 6**

**Ratification of remuneration of the Cost Auditors for the Financial Year ended 31<sup>st</sup> March 2021:**

In accordance with the provisions of Section 148 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.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vivekanandan Unni & Associates as the Cost Auditor (having Firm Registration Number 00085) to conduct the audit of the cost records of the Company for the Financial Year ended 31<sup>st</sup> March 2021. The remuneration payable to the cost auditor is Rs. 35,000 (Rupees Thirty-Five Thousand Only) excluding taxes and reimbursement of incidental expenses incurred by the Auditor for carrying out the cost audit

Accordingly, the Directors recommend the consent of the members for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended 31<sup>st</sup> March 2021.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**By Order of the Board  
For Pandy Oxides and Chemicals Limited**

**Place : Chennai  
Date : 26<sup>th</sup> July 2021**

**K. Kumaravel  
GM Finance & Company Secretary**



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### Annexure to the 26<sup>th</sup> AGM Notice

#### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 26<sup>th</sup> ANNUAL GENERAL MEETING

[Pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Anil Kumar Bansal
DIN	00232223
Date of Birth/ Age	2 <sup>nd</sup> November 1953 / 67 Years
Designation	Chairman & Whole-time Director
Original date of Appointment	21 <sup>st</sup> March 1995
Last drawn remuneration (FY ended 31 <sup>st</sup> March 2021 per annum)	Rs. 112.19 Lakhs
Qualification and Brief resume of the	Mr. Anil Kumar Bansal is Chairman of the Director Company and is a part of the Board from the Company's Inception. He holds a Bachelors degree in Science
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. R.P. Bansal, WholeTime Director and father of Mr. Ashish Bansal, Managing Director
Expertise in specific functional area	Monitoring of the performance of the Board and identifying the long-term vision of the Company
Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies)	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Terms and Conditions of Appointment along with the Remuneration	Approved by the Shareholders at the AGM held on 28 <sup>th</sup> September 2020
Number of Board Meetings held and attended during the year (FY 2020-21)	Held – 4 Attended – 4
No. of Equity Shares held in the Company as on 31 <sup>st</sup> March 2021	6,23,461