



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: Annual Report for the Financial Year 2023-24

Dear Sir(s)/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the financial year 2023-24.

The Annual Report for the financial year 2023-24 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 : 08AAACP1125E1ZZ

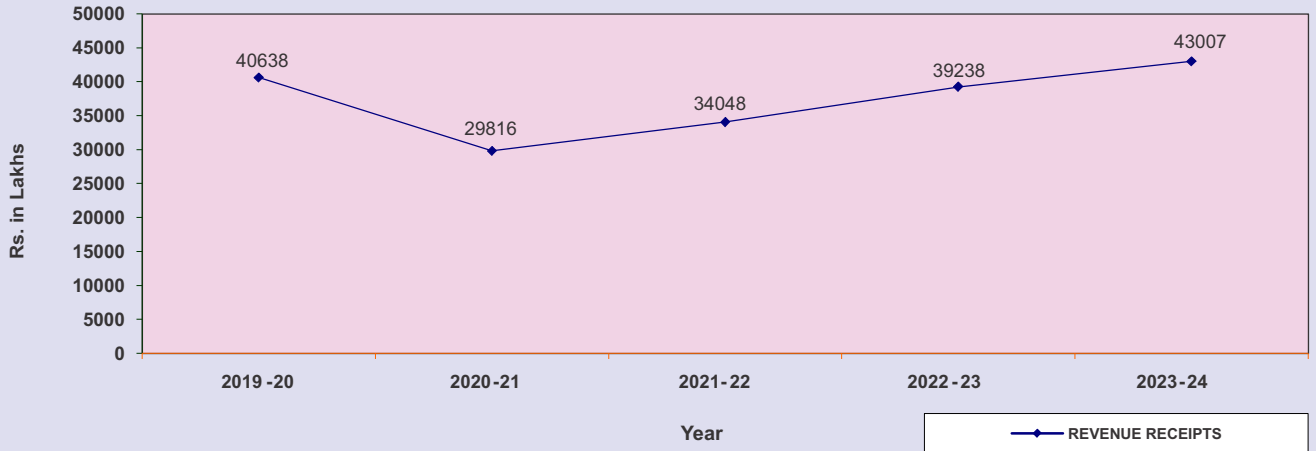
ANNUAL REPORT

2023-24

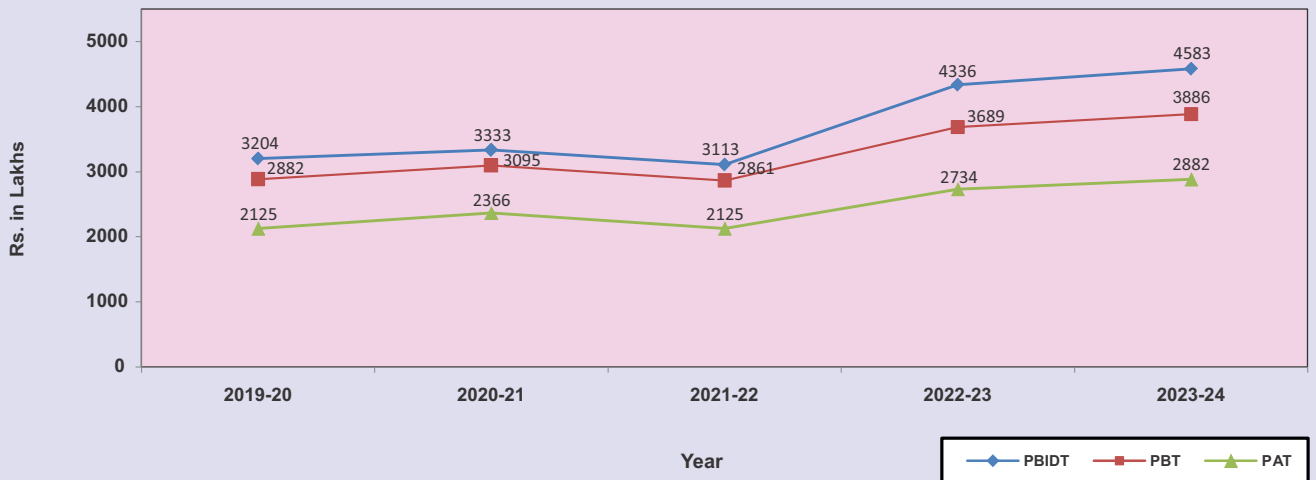


PODDAR
PIGMENTS

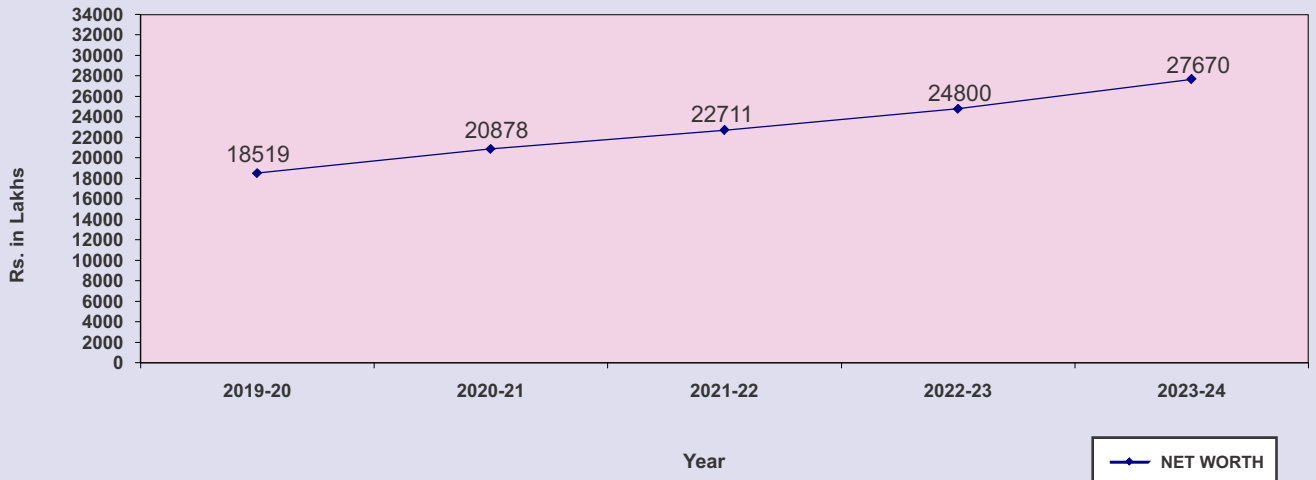
REVENUE RECEIPTS



PBIDT, PBT & PAT



NET WORTH





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An electronic version of this report is available online at:
www.poddarpigmentsltd.com



Investors Information

| | |
|-------------------|---|
| CIN | : L24117RJ1991PLC006307 |
| BSE Code | : 524570 |
| NSE Symbol | : PODDARMENT |
| Dividend Declared | : Rs. 4 per Equity Share |
| Book Closure | : 17 th September, 2024 to 23 rd September, 2024 |
| AGM Date | : 23 rd September, 2024 |
| AGM Mode | : Video Conferencing(VC)/ Other Audio Visual Means (OAVM) |



Corporate Information

Board of Directors

Shri Shiv Shankar Poddar
Managing Director

Shri Gaurav Goenka
Joint Managing Director

Smt. Mahima P. Agarwal
Non-Executive Director

Shri M. Mahadevan
Independent Director

Shri Gajendra Kumar Bhandari
Independent Director (w.e.f. 1st October, 2023)

Shri Ramaseshan Mohan
Independent Director (w.e.f. 1st October, 2023)

Auditors

M/s. K.N. Gutgutia & Co.,
Chartered Accountants,
New Delhi - 110008

Bankers

State Bank of India
Punjab National Bank
ICICI Bank
HDFC Bank

Registered Office & Plant – Sitapura

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

Plant – Chaksu

Greater Sitapura Industrial Park,
National Highway 12 (Jaipur-Tonk Road),
Village – Brijpura (Chaksu),
Jaipur – 303901 (Rajasthan)

Corporate Office

Rosy Tower, 3rd Floor,
8, M.G. Road, Nungambakkam,
Chennai - 600034 (Tamil Nadu)

Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
C-101, 247 Park,
LBS Marg, Vikhroli (West),
Mumbai - 400 083 (Maharashtra)
Tel : 022-4918 6000
Fax : 022-4918 6060
Toll-free number : 1800 1020 878
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in



Board of Directors



Shri Shiv Shankar Poddar
Managing Director



Shri Gaurav Goenka
Joint Managing Director



Smt. Mahima P. Agarwal
Non-Executive Director



Shri M. Mahadevan
Independent Director



Shri G. K. Bhandari
Independent Director



Shri Ramaseshan Mohan
Independent Director

Sitapura Plant





"We believe that we are at our best when our customers, shareholders, business partners, employees and communities, all progress together with PPL."

PODDAR
PIGMENT



Managing Director's Message

Dear Shareholders,

I am delighted to share with you that FY 2024 has been a remarkable year for our Company, marked by strong performance across multiple dimensions. We have sharpened our focus on industry and technology expertise, revitalized our core values, and deepened our commitment to customer-centricity and employee well-being.

India's economy has demonstrated impressive growth, with the real GDP for FY 2023-24 reaching US\$ 2.08 trillion (Rs. 173.82 Lakh Crore), representing a robust 8.2% increase from the previous fiscal year. This growth is underpinned by strong domestic demand and heightened government capital expenditure. Against this backdrop, we made significant strides by strategically refining our operational approaches to better meet customer needs. Our top and bottom lines have shown considerable growth, driven by our focus on cultivating strong customer relationships, maintaining high-quality standards, and upholding our commitment to excellence. Our aim remains to continually align our efforts with customer expectations.

Business Scenario

Our Company's journey has consistently been characterized by resilience, innovation, and an unwavering pursuit of excellence. We are actively upgrading our manufacturing facilities to ensure the production of top-tier products, reflecting our dedication to leading the mobility space. These upgrades, combined with our emphasis on operational excellence and prudent financial management, highlight our commitment to enhancing shareholder value and driving sustainable growth.

The government's initiatives to position India as a global

manufacturing hub have inspired us to continuously enhance our capabilities and strengthen our position in the masterbatch industry. We are also embracing technological advancements to adapt to the evolving business landscape, which presents opportunities for diversifying our offerings and fortifying our operations.

Our success this year can be attributed to several key factors, including our experienced management team, advanced research and development capabilities, state-of-the-art manufacturing facilities, cost competitiveness and a strong, diverse customer base. These elements have enabled us to achieve significant growth in FY 2024. Additionally, our ability to reduce operating costs, allocate capital prudently and invest in expanding our operations has kept us ahead of the curve.

Financial Performance

We concluded FY 2023-24 with a strong performance, achieving gross revenue of Rs. 42,356 Lakhs, reflecting a 9.50% growth from the previous year. Our operational cash flow was robust, with a net operational cash flow of Rs. 2,126 Lakhs. Our capital expenditures totalled Rs. 2,656 Lakhs, underscoring our commitment to future growth and the strengthening of our Research & Development activities.

Throughout the year, we have focused on driving sustainable improvements in operating margins while seizing growth opportunities across our global markets. Despite facing various challenges, our team has worked diligently to achieve impressive growth both domestically and internationally. Our strategically diversified business portfolio, geographical reach, strong balance sheet, and solid order book position



Solar Power Project



us well for long-term value creation. In line with our capital allocation policy of returning substantial free cash flow to our shareholders, the Board of Directors has recommended dividend of Rs. 4/- per share for FY 2023-24.

Environment Sustainability

As a responsible corporate entity, we remain committed to environmental sustainability. Sustainability is a core element of our corporate ethos and drives our mission for green technology and innovation. We strive to create harmony between nature, people and our operations, with a dual focus on growth and sustainability as the key to long-term value creation. We have undertaken various initiatives to protect the environment and address concerns within our operations and supply chain.

People Excellence

Our people are our greatest asset and the key to achieving our goals. We are dedicated to providing a conducive work environment that enables our employees to excel. Our culture of learning and development fosters continuous skill enhancement and domain knowledge expansion. We recognize the untapped potential within our team to drive significant improvements in manufacturing systems and practices, resulting in increased productivity and cost efficiencies. Our Company continues to be recognized as a great place to work.

Green Initiatives

In a significant step toward environmental stewardship, we have installed a 3-megawatt solar plant in Jaisalmer, Rajasthan. This initiative underscores our commitment to reducing our carbon footprint and promoting renewable energy use. We aim to expand our solar power infrastructure to further reduce carbon emissions. As we confront the challenges of climate change, transitioning to renewable energy sources remains imperative. Solar energy represents a key component of our green initiatives, offering both environmental and economic benefits.

Gratitude

I extend my heartfelt gratitude to our management team and employees, led by our Joint Managing Director, for their resilience and dedication throughout the year.

I also want to express my sincere thanks to our esteemed shareholders, vendors, government, local bodies and all stakeholders for your continued trust and support. We look forward to another successful year ahead.

Warm Regards,

S.S. Poddar
Managing Director



Board's Report

Dear Members,

Your Directors have the pleasure of presenting the 33rd Annual Report of Poddar Pigments Limited ("the Company") together with the Company's Audited Financial Statements for the financial year ended 31st March, 2024.

FINANCIAL PERFORMANCE

The financial performance of your Company for the financial year ended 31st March, 2024 is summarized below:

(Rs. in Lakhs)

| Particulars | 2023-2024 | 2022-2023 |
|--|--------------|--------------|
| Revenue Receipts (Gross) | 42,356 | 38,680 |
| Other Income | 651 | 558 |
| Total Revenue Receipts including other Income | 43,007 | 39,238 |
| Less: GST | 5,456 | 4,612 |
| Revenue Receipts including other Income (Net) | 37,552 | 34,626 |
| Total Expenses excluding Depreciation and Finance Cost | 32,969 | 30,290 |
| Profit before Finance Cost, Depreciation & Tax | 4,583 | 4,336 |
| Less: Finance Cost | 25 | 27 |
| Less: Depreciation | 672 | 620 |
| 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 |

KEY FINANCIAL HIGHLIGHTS

The key highlights of the financial performance of the Company during the financial year 2023-24 are as follows:

- Revenue from operations (Gross) has increased to Rs. 42,356 Lakhs from Rs. 38,680 Lakhs of the previous year, increased by 9.50%.
- Profit before Tax has increased to Rs. 3,886 Lakhs from Rs. 3,689 Lakhs of the previous year, increased by 5.34%.
- Profit after Tax has increased to Rs. 2,882 Lakhs from Rs. 2,734 Lakhs of the previous year, increased by 5.41%.

OPERATIONAL REVIEW AND THE STATE OF THE COMPANY'S AFFAIRS

Your Company continues to create long-term value through different facets of its business and continually improves its presence, product mix and utilization levels. With an increasing penetration on the back of a robust distribution network and diversifying product portfolio, the Company has created a sustainable operating efficiency at its manufacturing facilities. Your Company has a presence in more than 30 countries across the world.

COMMISSIONING OF SOLAR POWER PROJECT

During the year under review, the Company has successfully commissioned the Solar Power Plant of 3 MWp (3000 KWp) at Village - Jhinjhinyali, Tehsil - Fatehgarh, District - Jaisalmer, Rajasthan, to generate electricity for its Captive Consumption.

FUTURE OUTLOOK

India is witnessing large changes in the Master batches space and it's time now to change and adapt, to expand our horizons and cater to the brand-conscious customers with a global outlook. The Company is reviewing the various business segments to consolidate, focus and grow in core businesses and improve its margins on a sustainable basis. There is a need for consolidation of the domestic businesses and to drive economies of scale to continuously remain competitive in the challenging environment being faced by the industry. The Company is also focusing on the right-sizing of capacities to optimize the return on capital employed. As a part of the strategy to enlarge our presence in the diverse domestic & global market, your Company has already increased its production capacities through the installation of the latest equipment. This will enable us to utilize unutilized and underutilized production capacity. With a firm and consistent focus on quality products, the Company anticipates better operational performance in the current year.

INDUSTRIAL RELATIONS

Your Company continued to maintain harmonious and cordial relations with its workers. Both production and productivity were maintained at the desired levels throughout the year in both Plants.

CHANGE IN NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of your Company.

EXPORT

Exports for the FY 2023-24 were muted due to unexpected headwinds seen in the global market. Export turnover for the year 2023-24 was Rs. 6,863 Lakhs as against Rs. 8,683 Lakhs recorded in the previous financial year. Going forward, we see immense opportunities in our existing strong markets of Asia, Europe, USA, Africa, etc.

MARKETING

With close collaboration between Marketing and Research & Development we use our insights to support innovations, product development and marketing strategies. In addition, our website has been upgraded to support customer product selection and sales processes, significantly enhancing our customer's experience. These insights are put together to curate our marketing strategy and product mixes to cater the specific consumer preferences. We also focused on creating capability in performance marketing to build and grow our quality products.

RESEARCH AND DEVELOPMENT

Your Company has embarked on a journey for technology leadership and has made significant progress on several fronts in Research and Development (R&D) and takes immense pride in our R&D capabilities, which are geared to continuously innovate and develop value-added products. Your Company contributes valuable insights based on our industry expertise during product development. The Company has also been working towards achieving cost competitiveness through increasing the efficiency of the existing processes.

QUALITY INITIATIVES

Your Company focuses on quality and strives to exceed customer expectations at all times. Your Company's quality excellence is indexed to the pillars of client focus, portfolio synergy, operational rigour, new-age technology bets and people transformation. Your Company endeavours to continuously improve its services and solutions, with a focus on agility and creativity by nurturing an environment that promotes learning and growth.

SHARE CAPITAL

As of 31st March, 2024, the authorized share capital of the Company stood at Rs. 1,250 Lakhs divided into 1,25,00,000 equity shares of Rs. 10/- each, and the total paid-up equity share capital of your Company



was Rs. 1,061 Lakhs divided into 1,06,10,000 equity shares of Rs. 10/- each fully paid-up. During the year under review, there was no change in the share capital of the Company.

TRANSFER TO GENERAL RESERVE

During the year under review, your Company has transferred an amount of Rs. 2,865 Lakhs to the General Reserves of the Company.

DIVIDEND

The Board of Directors is pleased to recommend a final dividend of Rs. 4/- per Equity Share (face value of Rs. 10/- per Equity Share) for the financial year 2023-24, to the eligible equity shareholders of the Company. The total cash outflow for the final dividend payout would be Rs. 424 Lakhs.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURES

As of 31st March, 2024, the Company does not have any subsidiary, joint venture or associate Company as defined under the Companies Act, 2013.

FINANCIAL SALIENCY

The Company's principal sources of liquidity are cash and cash equivalents, liquid investments and the cash flow that the Company generates from its operations. The Company continued to be debt-free and maintained sufficient cash to meet its strategic and operational requirements. The Company's working capital management is robust and involves a well-organised process, which facilitates continuous monitoring and control over receivables, inventories and other parameters.

STAR EXPORT HOUSE STATUS AND CREDIT RATING

Your Company has maintained its Two Star Export House Status under the Foreign Trade Policy 2015-2020 and has been rated by CRISIL, a credit rating agency for its Banking facilities. It has issued a long-term rating of A/Stable and a short-term rating of A1. These ratings reflect your Company's continued strong parentage, credit profile, liquidity position, strong corporate governance practices, financial flexibility and conservative financial policies.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

Director Retiring by Rotation

Shri Shiv Shankar Poddar (DIN: 00058025), Managing Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Re-Appointment of Directors

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 8th August, 2024 approved the re-appointment of Shri Shiv Shankar Poddar (DIN: 00058025) as Managing Director and Shri Gaurav Goenka (DIN: 00375811) as Joint Managing Director & Chief Executive Officer of the Company for a further period of three (3) years with effect from 1st October, 2024, liable to retire by rotation, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company. The Nomination and Remuneration Committee and the Board of Directors are of the view that their skills, background and experience are aligned with their roles and responsibilities and they are eligible for re-appointment as Managing Director/Joint Managing Director & Chief Executive Officer of the Company. Further, the aforesaid Directors have affirmed that they are not debarred from holding the office of Director by any order of SEBI, Ministry of Corporate Affairs or any other such Statutory Authority.

Independent Directors

In terms of the provisions of Section 149 of the Companies Act, 2013 read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Lalitha

Kumaramangalam (DIN: 08259526), Shri Manoj Kumar Sonthalia (DIN: 00021297), Shri Nagarajan Gopalaswamy (DIN: 00017659), and Shri M. Mahadevan (DIN: 00786991) were the Independent Directors of the Company during the financial year 2023-24.

The term of appointment/re-appointments of Smt. Lalitha Kumaramangalam (DIN: 08259526), Independent Director, Shri N. Gopalaswamy (DIN: 00017659), Independent Director and Shri Manoj Kumar Sonthalia (DIN: 00021297), Independent Director of the Company has been completed on 31st March, 2024 after the closure of Business Hours. The Board places on record its sincere appreciation for the valuable contribution made by them during their association with the Company.

Further, during the financial year under review, the shareholders at their 32nd Annual General Meeting held on 27th September, 2023, have approved the appointment of Shri Gajendra Kumar Bhandari (DIN: 00649176) and Shri Ramaseshan Mohan (DIN: 01492721) as an Independent Directors of the Company for five years (first term) with effect from 1st October, 2023, not liable to retire by rotation.

DECLARATION BY INDEPENDENT DIRECTORS

Your Company has received declarations from all the Independent Directors of your Company, confirming that (a) they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; (b) they are not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influence; and (c) they have registered their names in the Independent Directors Databank.

Your Company's Board believes that the Independent Directors of the Company including the Independent Directors appointed during the financial year 2023-24 possess the requisite qualifications, experience and expertise and they hold the highest standards of integrity (including proficiency) and fulfil the conditions specified in the Companies Act, 2013 read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are eligible & independent of the management.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons are the Key Managerial Personnel (KMP) of the Company:

1. Shri Shiv Shankar Poddar - Managing Director (DIN: 00058025)
2. Shri Gaurav Goenka - Joint Managing Director (DIN: 00375811)
3. Shri B.K. Bohra - Chief Financial Officer

During the year under review, Shri Anil Kumar Sharma was appointed as Company Secretary of the Company with effect from 29th May, 2023.

FAMILIARIZATION PROGRAMME FOR DIRECTORS

During the year, the Company conducted a familiarization program for Independent Directors. This program aimed to deepen their understanding of the Company's operations and familiarize them with its diverse aspects, thereby empowering them to fulfil their roles as Independent Directors more effectively. The Company's policy on conducting the familiarization program has been disclosed on the website of the Company at <https://poddarpigmentsltd.com/investor-relations/details/Shareholders%20Information/Familiarization%20Programmes>.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy of the Company for Directors, Key Managerial Personnel (KMP) and Senior Management Personnel is hosted on the website of the Company at the following web link <https://api.poddarpigmentsltd.com/investorRelation/1692784409764.pdf>.



MEETINGS OF THE BOARD

The Board of Directors of the Company met four times during the year under review. The meetings were held on 29th May, 2023, 5th August, 2023, 6th November, 2023 and 9th February, 2024. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMMITTEES OF THE BOARD

The details of the composition of Committees, terms of reference, number of meetings held, attendance of the Committee members thereof during the year under review, etc. are provided in the Corporate Governance Report, which forms part of this Annual Report.

AUDIT COMMITTEE

The details of the composition of the Audit Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

The Report on CSR activities as required under Companies (Corporate Social Responsibility) Rules, 2014, including a brief outline of the Company's CSR Policy, the total amount to be spent under CSR for the financial year and the amount spent is set out at CSR Statement, is annexed herewith as **Annexure - A** to this Report.

CORPORATE GOVERNANCE REPORT

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance and a certificate from the Statutory Auditors of the Company, confirming compliance with the conditions of Corporate Governance, form part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report as required in terms of the provisions of Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were on an arm's length basis and in the ordinary course of business of the Company. During the year under review, your Company has not entered into any contract/arrangement/transaction with related parties, which could be considered material in accordance with the policy of the Company on related party transactions. None of the transactions with any of the related parties were in conflict with the interest of the Company; rather, these were synchronized and synergized with the Company's operations. Details of transactions with related parties during the financial year 2023-24 are provided in the notes to the financial statements.

The policy on related party transactions as approved by the Board is available on the Company's website and can be accessed at <https://api.poddarpigmentsltd.com/investorRelation/1724414847537.pdf>. The details of related party transactions pursuant to clause (h) of Section 134(3) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and is annexed herewith as **Annexure - B** to this Report.

Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the transactions with person/entity belonging to the promoter/promoter group holding 10% or more shareholding in the Company are as under:

| Name of the Entity | % Holding in the Company | Amount (Rs. in Lakhs) | Nature of Transaction |
|-------------------------|--------------------------|-----------------------|------------------------------------|
| GKS Logistics Pvt. Ltd. | 42.44% | 1.12 | Rent/Electricity Expenses Received |

MERGER/DEMERGER OF PROMOTER GROUP SHAREHOLDER

During the financial year under review, based on information received from M/s. GKS Logistics Private Limited regarding Composite Scheme of Merger and Arrangement for (a) the transfer of Business/Demerged Undertaking of M/s. GKS Logistics Private Limited (hereinafter referred to as the GLPL or Demerged Company or Transferor Company) (one of the Promoter Group Company) to M/s. Espouse Resonance Engineering Private Limited (hereinafter referred to as the EREPL or Resulting Company or First Transferee Company); and (b) GLPL, being the Non-Real Asset Business (defined hereunder) i.e., the remaining undertaking of GLPL after aforesaid transfer of Demerged Undertaking, is amalgamated with M/s. GKS Holdings Private Limited (hereinafter referred to as GHPL or Second Transferee Company) approved by the Regional Director, Chennai vide order dated 14th December, 2023 pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the Act) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modification or re-enactment(s) thereof, for the time being in force.

M/s. GKS Logistics Private Limited holds 45,02,892 equity shares of Poddar Pigments Limited under the promoter group category and the Demerged Undertaking of M/s. GKS Logistics Private Limited specifically includes 45,02,892 equity shares of Poddar Pigments Limited (PPL).

Due to the implementation of the scheme and based on the conditions mentioned in the Scheme, the Demerged Undertaking of the Demerged Company is M/s. GKS Logistics Private Limited, shall, under the provisions of clause (a) of Section 233(9) of the Act, without any further act or deed be transferred to and vested in and/or be deemed to have been transferred to and vested in the Resulting Company to become the business, assets, investments and properties of the Resulting Company being M/s. Espouse Resonance Engineering Private Limited.

Therefore, the name of M/s. GKS Logistics Private Limited as Promoter Group Shareholder has been replaced with M/s. Espouse Resonance Engineering Private Limited as Promoter Group Shareholder.

Further, as per the information received from M/s. Espouse Resonance Engineering LLP on 27th February, 2024, M/s. Espouse Resonance Engineering Private Limited has been converted into M/s. Espouse Resonance Engineering LLP. However, the name of M/s. Espouse Resonance Engineering Private Limited was not updated as M/s. Espouse Resonance Engineering LLP in the respective Demat Account up to 31st March, 2024 and hence, the name of M/s. Espouse Resonance Engineering Private Limited is being mentioned in this Annual Report instead of M/s. Espouse Resonance Engineering LLP.

PUBLIC DEPOSITS

During the financial year under review, the Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the rules framed thereunder. The Company does not have any unclaimed deposits as of this date.

PARTICULARS OF EMPLOYEES AND REMUNERATION

The information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to the percentage increase in remuneration, the ratio of remuneration of each Director and Key Managerial Personnel (KMP) to the median of employees' remuneration, etc. is annexed herewith as **Annexure - C** to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel)



Rules, 2014, is provided in a separate annexure forming part of this Report. However, in terms of Section 136 of the Companies Act, 2013, this Annual Report is being sent to the shareholders and others entitled thereto, excluding the said annexure, which is available for inspection by the shareholders at the Registered Office of your Company during the business hours on working days of your Company. If any shareholder is interested in obtaining a copy thereof, such shareholder may write to your Company Secretary in this regard.

HUMAN RESOURCES

Your Company's Human Resources is the strong foundation for creating many possibilities for its business and the Company considers employees as its most valued asset and a key contributor to its success in the last three decades. To create the best place to work, maintain an employee-centric culture, and prepare a future-ready workforce, the HR function constantly works on identifying new possibilities for policy and process improvements. Our HR imperatives focus on building a productive workforce, delivering world-class HR service & support experience and improving compliance & productivity of HR operations, which align with the strategic priorities of the organization.

The efficient operations of manufacturing units, market development and expansion for various products were the highlights of our people's efforts. Continuous people development for developing knowledge and skills coupled with talent management practices will deliver the talent needs of the organization. Your Company's employee engagement score reflects high engagement and pride in being part of the organization. Your Directors would like to take this opportunity to express their gratitude and appreciation for the passion, dedication, and commitment of the employees and look forward to their continued contribution.

SUCCESSION PLAN

We believe that sound succession planning for the Board Members, Senior Management, and Middle-Level Management is vital for creating a robust future for the Company. Our succession planning framework is well-built and acts as a hallmark of a forward-thinking, future-ready, and progressive Board/Management.

The Company also has a leadership development program where it identifies high-potential managers and trains them to take up positions of higher responsibility. The Company has identified the second line of leadership called Classic Team, which provides stability to the business in case of contingencies. We are consciously transitioning from a function vertical-specific succession strategy to building a pool of fungible leaders who can assume new roles in any work context.

BOARD DIVERSITY

The Company recognises and embraces the importance of a diverse Board in its success. The Company believes that a mix of Executive, Independent, and other Non-Executive Directors is one of the important facets of diverse attributes that the Company desires.

Your Company acknowledges that a diverse Board representing differences in educational qualifications, knowledge, experience, gender, age, cultural background, race, ethnicity, thought, perspective, and other diversity results in delivering a competitive advantage and a better appreciation of the interests of stakeholders.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND DIRECTORS

The Board has conducted its annual performance evaluation to examine the performance of the Board, Individual Directors, and Committees in compliance with the Companies Act, 2013 and Regulation 19 read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The criteria for Board Evaluation include aspects such as the Board size, structure, expertise of the Board, development of suitable strategies and business plans, obligations, governance, efforts to learn about the Company and its business, etc. The criteria for Committee

evaluation include aspects such as the composition of committees, appropriate number of meetings, confidentiality of its discussions /decisions, suggestions & recommendations to the Board, etc. The criteria for evaluation of Individual Directors include aspects such as the Appropriateness of qualification, knowledge, skills and experience, participation in Board functioning, the extent of diversity in knowledge and industry expertise, attendance and participation in the meetings and working thereof, initiative to maintaining high level of integrity and ethics, etc.

Based on the aforesaid criteria, the Nomination and Remuneration Committee and the Board have evaluated the performance of the Board as a whole, its Committees, and individual Directors including Independent Directors. In a separate meeting of Independent Directors, the performance of Non-Independent Directors and the Board as a whole was evaluated. The quality, quantity and timeliness of the flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties was also evaluated in the said meeting of Independent Directors.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013, the shareholders at their 31st Annual General Meeting of the Company held on 29th September, 2022, had appointed M/s. K.N. Gutgutia & Co., Chartered Accountants (Firm Registration No. 304153E) as Statutory Auditors of the Company from the conclusion of the 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company. The Statutory Audit Report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark, which requires any clarification/explanation.

Cost Auditors

The Board of Directors, based on the recommendation of the Audit Committee, has appointed M/s. K.G. Goyal & Associates, Cost Accountants (Registration No. 000024) as Cost Auditors to audit the cost records of the Company for the financial year 2024-25 pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended. M/s. K.G. Goyal & Associates, Cost Accountants (Registration No. 000024) have confirmed that their appointment is within the limits of Section 141(3)(g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under Section 141 read with Section 148 of the Companies Act, 2013.

The remuneration proposed to be paid to the Cost Auditors is subject to the ratification by the members at the ensuing Annual General Meeting would be Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable GST and out of pocket expenses, if any.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, your Company has appointed M/s. Pinchaa & Co., Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2024-25. The report in respect of the Secretarial Audit carried out by M/s. Pinchaa & Co., Company Secretaries, in Form MR-3 for the financial year 2023-24, is annexed herewith as **Annexure - D** to this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in their Report.

REPORTING OF FRAUD BY AUDITORS

During the year under review, the Statutory Auditors, Secretarial Auditors and Cost Auditors have not reported any instance of fraud in respect of the Company by its officers or employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

OCCUPATIONAL HEALTH, SAFETY AND ENVIRONMENT

Your Company's Occupational Health, Safety and Environment (OHS & E) strategies are directed toward achieving the greenest and safest operations across your Company's units by optimizing natural resource



usage and providing a safe and healthy workplace. Your Company has in place the Occupational Health, Safety & Environment (OHS & E) Policy. All employees, right from the shop floor up to the top management are trained to execute their work safely and responsibly. Employees are encouraged to follow the principle of timely reporting, communication and consultation to avert mishaps at work. The Occupational Health & Safety policy and basic safety principles are displayed across all work locations. At both manufacturing locations, various events like fire mock drills/trainings are conducted continuously. The Company's manufacturing units in Sitapura and Chaksu are ISO 9001:2015 certified.

The Company continued its commitment to improve the well-being of employees and contract associates through various activities. Programs are being conducted by renowned faculties for employees such as Mass Blood Pressure Screening Camps, Eye Check-up camps, Individual Physiotherapist Consultations, Awareness sessions on Spine and Joint Care, etc. To minimize the overall environmental impact, new techniques were used towards zero carbon emission and waste avoidance/minimization. Your Company has also implemented various measures towards water neutrality and achieved recycling by processing STP/ETP water through RO and achieving less consumption of fresh water requirement.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to the conservation of energy, technology absorption, and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, as amended, is annexed herewith as **Annexure - E** to this Report.

CYBER SECURITY

Due to increased cyber-attack scenarios, the cyber security maturity is reviewed periodically and the processes and technology controls are being enhanced in line with the threat scenarios. Your Company's technology environment is enabled with real-time security monitoring with requisite controls at various layers starting from end-user machines to network, servers, applications and data.

RISK MANAGEMENT

The Company recognizes that risk is an integral and inevitable part of the business and is fully committed to managing the risks proactively and efficiently. The Company has a disciplined process for continuously assessing the risks in the internal and external environment along with minimizing the impact of risks. The Company incorporates the risk mitigation steps in its strategy and operating plans. The objective of the risk management process in the Company is to enable value creation in an uncertain environment, promote good governance, address stakeholder's expectations proactively, and improve organizational resilience and sustainable growth.

The Company regularly identifies the uncertainties and after assessing them, devises short-term and long-term actions to mitigate any risk, which could materially impact the Company's long-term plans. Mitigation plans for significant risks are well integrated with business plans and are reviewed regularly by the management of the Company. The Company periodically reviews and improves the adequacy and effectiveness of its risk management systems considering rapidly changing business environments and evolving complexities. There are no risks, which in the opinion of the Board threaten the existence of the Company.

VIGIL MECHANISM

The Company has a Vigil Mechanism/Whistle Blower Policy in terms of the provisions of Section 177(9) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein the employees can approach to the Chairperson of Audit Committee of the Company and make protective disclosures to the

Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Code of Conduct to Regulate, Monitor and Report Trading by Insiders and Code of Fair Disclosure. The Whistle Blower Policy requires every employee to promptly report to the Chairperson of Audit Committee any actual or possible violation of these Codes or an event an employee becomes aware of, that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. No person has been denied access to the Chairperson of the Audit Committee to report any concerns. Further, the said Policy has been disseminated within the organization and has also been posted on the Company's website at <https://api.poddarpigmentsltd.com/investorRelation/1692784388180.pdf>.

PREVENTION OF INSIDER TRADING

Your Company has adopted a Codes of Fair Disclosures and Conduct for Insider Trading ("Code") to regulate, monitor and report trading in the Company's shares by the Company's designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/dealing in the Company's shares and sharing Unpublished Price Sensitive Information ("UPSI"). The Code covers the Company's obligation to maintain a digital database, a mechanism for prevention of insider trading and handling of UPSI and the process to familiarize with the sensitivity of UPSI. Further, it also includes code of practices and procedures for fair disclosure of unpublished price-sensitive information, which has been made available on your Company's website and can be accessed at <https://api.poddarpigmentsltd.com/investorRelation/1692784211054.pdf>.

DIRECTORS & OFFICERS (D&O) LIABILITY INSURANCE

The Company has in place the Directors and Officers Liability Insurance (D&O) for all its Directors (including Independent Directors) and Officers of the Company against the risk of third-party claims arising out of their actions/decisions in the normal course of discharge of their duties, which may result in financial loss to any third party.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Internal financial control systems of the Company are commensurate with its size and the nature of its operations. The internal financial control framework design ensures that financial and other records are reliable for preparing financial and other statements. The Internal auditors perform an independent check of the effectiveness of key controls in identified areas of internal financial control reporting. Internal Auditor also monitors and evaluates the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies at all locations of the Company. The Statutory Auditors' Report includes a report on the internal financial controls over financial reporting.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Pursuant to provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, disclosures relating to loans and investments as of 31st March, 2024 are given in the notes to the financial statements of the Company. During the financial year, there were no guarantees issued or securities provided by your Company in terms of Section 186 of the Companies Act, 2013 read with the Rules issued thereunder.

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company in



Form MGT-7 is available on the website of the Company and can be accessed at <https://www.poddarpigmentsltd.com/investor-relations/details/Shareholders%20Information/Annual%20Return>.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Act, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company as of 31st March, 2024 and of the profit and loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on an ongoing basis;
- (e) the Directors of the Company, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and have been operating effectively.

TRANSFER OF EQUITY SHARES AND UNCLAIMED DIVIDEND TO IEPF

In terms of the provisions of Section 125 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014, all unclaimed/unpaid dividends up to the interim dividend of the financial year 2016-17 and eligible shares have been transferred to the Investor Education and Protection Fund. In compliance with the applicable Rules and after complying with the requisite formalities, the Company will be transferring the unclaimed/unpaid final dividends of financial year 2016-17 and requisite applicable equity shares to the IEPF Authority. The details of the shareholders whose shares are liable to be transferred to IEPF can be accessed at the Company's website www.poddarpigmentsltd.com.

SECRETARIAL STANDARDS

Your Directors state that the applicable Secretarial Standards i.e., SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to Meetings of the Board of Directors and General Meetings respectively, have been duly complied with.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to fair and equal opportunity and to providing a safe and conducive work environment that is free from any kind of harassment including sexual harassment for employees. All employees are trained and sensitized on the prevention of harassment at the time of their joining and periodically thereafter. The Company has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. Your Company has not received any complaint during the year under review and has complied with provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

AWARDS AND RECOGNITIONS

Your Company continued its quest for excellence in its chosen area of business to emerge as a truly global brand. Several awards and rankings continue to endorse your Company as a thought leader in the industry. During the financial year 2023-24, the Company has been recognized with the esteemed "Best Employer Award - 2023" in the Large Scale Industry category. The award ceremony was a momentous occasion, held on 6th October, 2023, organized by The Employers' Association of Rajasthan in Hanoi, Vietnam.

OTHER DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

1. There was no issue of equity shares with differential rights as to dividends, voting, or otherwise.
2. There was no issue of shares including sweat equity shares to employees of the Company under any Scheme.
3. There were no material changes and commitments in terms of Section 134(3)(l) of the Companies Act, 2013, affecting the financial position of the Company between the end of the financial year to which this financial statement relates on the date of this report.
4. There were no significant and material orders passed by the Regulators or Courts or Tribunals, which would impact the going concern status of the Company and its future operations.
5. There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016.
6. The requirement of disclosure of details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable during the period under review.

CAUTIONARY STATEMENT

Statements in the "Board's Report" and the "Management Discussion and Analysis Report" describing the Company's objectives, projections, estimates, expectations, or predictions may be considered as "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The factors that might influence the operations of the Company are economic conditions, government regulations and natural calamities over which the Company has no control. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in the future based on subsequent developments, information or events.

APPRECIATION

We would like to record our gratitude and appreciation to all our stakeholders including the Central and State Government Authorities, Banks, Local Communities, Government/Regulatory authorities, customers, business associates, vendors, shareholders and investors forming part of the Company for their continued cooperation and support during the year and look forward to their continued support in future. Your faith and vote of confidence hold us in good stead and motivate us to pursue greater opportunities, responsible growth and enhanced delivery of our strategy. Your Directors also take this opportunity to thank our employees, whose enthusiasm, energy and zeal, help us in progress along with our vision.

For and on behalf of the Board of Directors

Mahima P. Agarwal
Director
(DIN: 03588809)

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place : Chennai
Date : 8th August, 2024



Annexure - A to the Board's Report

Annual Report on Corporate Social Responsibility (CSR) Activities

[Pursuant to Section 135 of the Companies Act, 2013 read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended)]

1. Brief outline of the CSR Policy of the Company:

The Company is a responsible corporate whose vision is to actively contribute to the social and economic development of the communities in which it operates. In so doing build a better, sustainable way of life for the weaker sections of society and raise the country's human development index.

Pursuant to the provisions of Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social

Responsibility Policy) Rules, 2014, the Company has formulated the Corporate Social Responsibility Policy, which is uploaded on the website of the Company at <https://api.poddarpigmentsltd.com/investorRelation/1692784353538.pdf>. The objective of CSR Policy is to provide an overall framework, principles and guidelines for the Company for conducting CSR activities in line with Section 135 of the Act read with the Rules made thereunder and other applicable laws and regulations, as amended from time to time.

2. Composition of CSR Committee:

| Sl. No. | Name of Director | Designation/Nature of Directorship | Number of meetings of the CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|--------------------------------|---|--|--|
| 1 | Shri Shiv Shankar Poddar* | Chairman of the Committee and Managing Director | 4 | 3 |
| 2 | Shri Gaurav Goenka | Member - Joint Managing Director | 4 | 4 |
| 3 | Smt. Lalitha Kumaramangalam* | Member - Non Executive & Independent Director | 4 | 3 |
| 4 | Smt. Mahima Poddar Agarwal** | Member - Non Executive & Non Independent Director | NA | NA |
| 5 | Shri Gajendra Kumar Bhandari** | Member - Non Executive & Independent Director | NA | NA |

* Ceased with effect from the closure of Business Hours on 31st March, 2024.

** Appointed with effect from 1st April, 2024.

3. Provide the web-link where the Composition of the CSR committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

Composition of CSR Committee: <https://www.poddarpigmentsltd.com/investor-relations/details/Shareholders%20Information/Committees%20of%20the%20Board>.

CSR Policy: <https://api.poddarpigmentsltd.com/investorRelation/1692784353538.pdf>.

CSR projects approved by the Board: <https://poddarpigmentsltd.com/investor-relations/details/Corporate%20Social%20Responsibility/CSR%20Projects>.

4. Provide the executive summary along with web-link(s) of the Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of Section 135: Rs. 3,602 Lakhs

(b) Two percent of the average net profit of the Company as per sub-section (5) of Section 135: Rs. 72.05 Lakhs

(c) Surplus arising out of the previous financial years' CSR projects or programmes or activities: Rs. Nil

(d) Amount required to be set off for the financial year, if any: Rs. Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs. 72.05 Lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Projects): Rs. 73.03 Lakhs

(b) Amount spent on Administrative Overheads: Rs. Nil

(c) Amount spent on Impact Assessment, if applicable: Rs. Nil

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 73.03 Lakhs

(e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year (Rs. in Lakhs) | Amount Unspent (Rs. in Lakhs) | | | | |
|--|---|------------------|---|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135 | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135 | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 73.03 | Nil | - | - | Nil | - |

(f) Excess amount for set-off, if any: Rs. 0.98 Lakhs

| Sl. No. | Particular | Amount (Rs. in Lakhs) |
|---------|---|-----------------------|
| (1) | (2) | (3) |
| (i) | Two percent of the average net profit of the Company as per sub-section (5) of Section 135 | 72.05 |
| (ii) | Total amount spent for the Financial Year | 73.03 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 0.98 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | Nil |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 0.98 |



7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | 8 |
|---------|-----------------------------|---|---|---|--|------------------|---|--------------------|
| | | | | | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any | | | |
| Sl. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of Section 135 (Rs. in Lakhs) | Balance Amount in Unspent CSR Account under sub-section (6) of Section 135 (Rs. in Lakhs) | Amount Spent in the Financial Year (Rs. in Lakhs) | Amount (Rs in Lakhs) | Date of transfer | Amount remaining to be spent in Succeeding Financial Years (Rs. in Lakhs) | Deficiency, if any |
| 1 | 2020-21 | Nil | Nil | NA | Nil | - | Nil | - |
| 2 | 2021-22 | Nil | Nil | NA | Nil | - | Nil | - |
| 3 | 2022-23 | Nil | Nil | NA | Nil | - | Nil | - |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

If Yes, enter the number of Capital assets created/acquired: Not Applicable

| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin Code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/Authority/beneficiary of the registered owner | | |
|---------|---|--------------------------------------|------------------|----------------------------|---|------|--------------------|
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| - | - | - | - | - | - | | |

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135: Not Applicable

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Mahima P. Agarwal
Non-Executive Director and Chairperson of CSR Committee Meeting
(DIN: 03588809)

Place : Chennai
Date : 8th August, 2024



Annexure - B to the Board's Report

FORM NO. AOC-2

(Pursuant to clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under the third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

| S. No. | Particulars | Details |
|--------|---|---------|
| (a) | Name(s) of the related party and nature of relationship | NA |
| (b) | Nature of contracts/arrangements/transactions | NA |
| (c) | Duration of the contracts/arrangements/transactions | NA |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any | NA |
| (e) | Justification for entering into such contracts or arrangements or transactions | NA |
| (f) | Date of approval by the Board | NA |
| (g) | Amount paid as advances, if any | NA |
| (h) | Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 | NA |

2. Details of material contracts or arrangements or transactions at arm's length basis: Nil

| S. No. | Particulars | Details |
|--------|--|---------|
| (a) | Name(s) of the related party and nature of relationship | NA |
| (b) | Nature of contracts/arrangements/transactions | NA |
| (c) | Duration of the contracts/arrangements/transactions | NA |
| (d) | Salient terms of the contracts or arrangements or transactions including the value, if any | NA |
| (e) | Date(s) of approval by the Board, if any | NA |
| (f) | Amount paid as advances, if any | NA |

For and on behalf of the Board of Directors

Mahima P. Agarwal
Director
(DIN: 03588809)

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place : Chennai

Date : 8th August, 2024



Annexure - C to the Board's Report

[Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24 are as under:

| S. No. | Name of Director/KMP and Designation | Ratio of the remuneration of each Director to the median remuneration of the employees for the Financial Year 2023-24 | Percentage increase in the remuneration for the Financial Year 2023-24 |
|--------|--|---|--|
| 1 | Shri Shiv Shankar Poddar Managing Director | 30.03 | 2.33 |
| 2 | Shri Gaurav Goenka Joint Managing Director | 36.76 | 0.83 |
| 3 | Smt. Mahima Poddar Agarwal Non-Executive Non-Independent Director | 0.04 | (66.67) |
| 4 | Shri Manoj Kumar Sonthalia Independent Director | 0.11 | (25.00) |
| 5 | Shri N. Gopaldaswamy Independent Director | 0.05 | (54.55) |
| 6 | Shri M. Mahadevan Independent Director | 0.05 | (44.44) |
| 7 | Smt. Lalitha Kumaramangalam Independent Director | 0.12 | (7.14) |
| 8 | Shri Gajendra Kumar Bhandari# Independent Director | 0.04 | - |
| 9 | Shri Ramaseshan Mohan# Independent Director | 0.04 | - |
| 10 | Shri Bipin Kumar Bohra Chief Financial Officer | Not Applicable | 3.74 |
| 11 | Shri Anil Kumar Sharma** Company Secretary | Not Applicable | - |

Appointed with effect from 1st October, 2023.

**Appointed with effect from 29th May, 2023.

- (ii) The percentage increase in the median remuneration of employees in the financial year: 5.33%
- (iii) The Number of Permanent Employees on the rolls of the Company as of 31st March, 2024: 346 Employees
- (iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

- (v) The average percentile increase in the salaries of employees other than the managerial personnel during the financial year 2023-24 was 8.88% and the percentile increase in the managerial remuneration during the financial year 2023-24 was 1.50%.
Affirmation that the remuneration is as per the Remuneration Policy of the Company: It is hereby affirmed that the remuneration paid during the year is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Mahima P. Agarwal
Director
(DIN: 03588809)

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place : Chennai

Date : 8th August, 2024



Annexure - D to the Board's Report

FORM No.: MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2024

{Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
Poddar Pigments Limited
E-10-11, F-14-16, RIICO Industrial Area,
Sitapura, Jaipur, Rajasthan, India, 302022

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices followed by **Poddar Pigments Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Poddar Pigments Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 ("period under review") according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the period under review)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, The Securities and Exchange Board of India (Share Based Employees Benefits) Regulation, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulation 2021; **(Not applicable to the Company during the reporting period under audit)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the reporting period under audit)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the period under review) &**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the period under review)**

We further report that, on the basis of information provided by the Company no other sector/industry specific law is applicable to the Company:

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on Board and General Meetings (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that, during the year under review:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per the Companies Act, 2013 ("the Act"). The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



Adequate notices were given to all Directors to schedule the Board Meetings in accordance with the provisions of the Act. Agenda and detailed notes on agenda were sent in advance except in cases where meetings were convened at a shorter notice. The Company has followed the provisions of the Act for convening meeting at the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there was no instance of any director expressing any dissenting views as recorded in the minutes of the meetings of Board of Directors of the Company or committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Company has adopted new set of Articles of Association as approved by the Members in Annual General Meeting held on 27th September, 2023.

We further report that during the audit period there were no specific events /actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except as provided above.

For Pinchaa & Co.
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M.No. FCS 11285
C. P. No. 16300

Dated : 19.05.2024
Place : Jaipur
UDIN : F011285F000400069

(This report is to be read with our letter of even date which is annexed as Annexure-A which forms an integral part of this report.)

'Annexure-A'

To,
The Members,
Poddar Pigments Limited
E-10-11, F-14-16, RIICO Industrial Area,
Sitapura, Jaipur, Rajasthan, India, 302022

The above report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company. We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. Due to the inherent limitations of an audit including internal, financial and operational controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the audit process.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Pinchaa & Co.
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M.No. FCS 11285
C. P. No. 16300

Dated : 19.05.2024
Place : Jaipur
UDIN : F011285F000400069



Annexure - E to the Board's Report

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

[Pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A) CONSERVATION OF ENERGY:

(i) Steps taken or impact on conservation of energy

- Improvement in energy usage efficiency in lighting systems by changing over to efficient lighting solutions such as Light Emitting Diodes (LEDs).
- Installation of various types of energy efficient LED lights in plants at different locations. Total expenditure in 2023-24 for procurement of the above LED lights is Rs. 4,24,487 excluding GST.
- Installation of 02 Nos. of energy efficient pumps for Water bath water re-circulation system. Total expenditure of Rs. 1,44,000 excluding GST.
- Installation of 02 Nos. of 22KW capacity VFD for Air washer blower motors for controlling the efficient utilization of the air cooling system of the plant. Total expenditure of Rs. 2,39,485 excluding GST.

(ii) Steps taken by the Company for utilising alternate sources of energy

Commissioned a 3MWp Solar Power Plant for Captive Consumption.

(iii) Capital investment in energy conservation equipment

During the financial year, the capital investment in energy conservation equipment was Rs. 8,07,972.

B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption

Nil

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution

Continued Research & Development efforts to attain objectives of cost reduction, energy conservation, waste minimization/recycling and reuse, related value added products, reduction in carbon footprints and environmental improvement.

(iii) In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- (a) the details of technology imported : None
- (b) the year of import : NA
- (c) whether the technology has been fully absorbed : NA
- (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : NA

(iv) Expenditure incurred on Research and Development

During the year, the Company incurred expenditure of Rs. 683.63 Lakhs on research & development.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

(Rs. in Lakhs)

| Particulars | 2023-24 | 2022-23 |
|-----------------------------|----------|----------|
| 1 Foreign Exchange Earnings | 6,464.87 | 8,244.09 |
| 2 Foreign Exchange Outgo | 9,234.80 | 9,111.33 |

For and on behalf of the Board of Directors

Mahima P. Agarwal
Director
(DIN: 03588809)

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place : Chennai

Date : 8th August, 2024



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Overview

Global economic growth is gradually gaining momentum as recession concerns diminish. While many major economies are demonstrating resilience and experiencing a strong rebound, others continue to lag, resulting in divergent growth patterns worldwide. Japan is showing a robust recovery, and both the US and the UK are maintaining positive growth trends. Conversely, economic activity in the Euro area and China remains subdued, although the severity of the downturn has lessened. Prominent international agencies have revised their growth forecasts for major economies upward in response to these developments.

Despite these improvements, the IMF maintains a cautious perspective on the global economy. In its World Economic Outlook (WEO) for April 2024, the IMF forecasts global growth to hold steady at 3.2% for both 2024 and 2025, a slight increase from the 3.1% projected in January 2024. This tempered growth is largely attributed to high borrowing costs, the reduction of fiscal support, ongoing conflicts in Europe, sluggish productivity growth, and rising geo-economic fragmentation.

India remains a bright spot in the revival of the global economy

Amid the shifting global economic landscape, India shines with exceptional economic resilience. The country's strong domestic demand, rising rural consumption, robust investment, and steady growth in manufacturing have all contributed to its impressive performance. Both the RBI and IMF projections reinforce this optimistic outlook, underscoring India's sustained economic vitality.

March 2024 marked a series of economic achievements for India, including record-breaking stock market performance, outstanding GST collections, and significant growth in both the manufacturing and services sectors. These milestones highlight a dynamic domestic economy, further supported by increased consumer and investor confidence, which reflects India's ability to adeptly navigate global uncertainties.

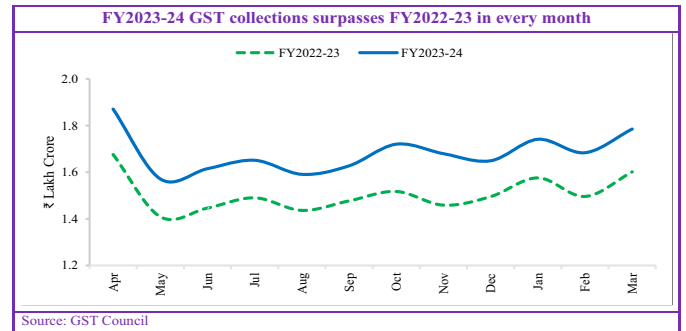
India's pivotal role in shaping Asia's growth trajectory is increasingly acknowledged by international organisations. The RBI's latest Monetary Policy Committee meeting reaffirmed strong economic momentum, projecting a real GDP growth of 7% for 2024-25. This positive outlook is fueled by heightened rural demand and robust manufacturing activity. Similarly, the World Economic Outlook (WEO) anticipates India's growth to reach 6.8% for 2024-25 and 6.5% for 2025-26, driven by solid domestic demand and a growing working-age population. This optimism is reflected in improved consumer confidence, with notable gains in sentiment regarding the economy and employment prospects. The manufacturing sector is expected to maintain its momentum, bolstered by sustained profitability and rising rural demand.

Additionally, India witnessed a significant turnaround in capital inflows during FY 2023-24. By March 2024, the nation's foreign exchange reserves had reached an unprecedented high, covering 11 months of projected imports and surpassing 100% of total external debt.

Gross GST collections for March 2024 set a new record, becoming the second-highest collection ever. This surge, driven largely by a rise in domestic transactions, underscores a thriving domestic economy and enhances overall revenue accruals.

Overall, India's resilient growth, robust economic indicators, price stability and steady external sector performance all contribute to a promising economic outlook amid global uncertainties.

Given these favourable conditions, your Company is confident that India will continue to be a highly attractive supplier for both domestic markets (import substitution) and export opportunities across a diverse range of products.



Financial and Operational Performance

For the fiscal year ended March 31, 2024, we are delighted to report that your Company achieved impressive sales of Rs. 423.56 Crores, a significant increase from Rs. 386.80 Crores in the previous year.

We are also proud to hold the ISO 9001:2015 certification, a testament to our steadfast commitment to quality and customer satisfaction.

In FY 2023-24, we further demonstrated our dedication to sustainability by earning the Global Recycled Standard (GRS) certification for select grades of Polyester Black masterbatches. This achievement underscores our responsible recycling practices and our ongoing commitment to a greener future.

Additionally, in March 2024, we took a significant step towards green energy by commissioning a 3 MWp Solar Plant at Jhinjhinyali, Jaisalmer (Rajasthan). This new installation will elevate our solar energy usage to approximately 55% across all our facilities, reinforcing our commitment to sustainable energy solutions.

Industry Structure and Development

Your Company specialises in the production of colour and additive masterbatches, designed specifically for the dope-dyeing of man-made fibres (MMF) and various polymer applications, as well as engineering plastics and compounds. The true strength of polymers lie in their incredible versatility, allowing their composition to be fine-tuned to perfectly match their intended use. Beyond the broad selection of available polymer types, the real power of polymers comes from the special characteristics that masterbatches add to their applications. With the benefit of highly customizable formulas, additives and colourant masterbatches help adjust the properties of a polymer to specifically suit a user's needs, whether functional or aesthetic.

In addition, your Company offers a diverse range of smart products that impart various functional enhancements to both textiles and plastics. This is an exciting and forward-looking product segment, setting us apart from many competitors who do not operate across all these areas.

According to a report by Market Research Future, the global masterbatch market is expected to reach a value of \$15.81 billion by



2028, growing at a rate of 6.6%. These impressive figures underscore the pivotal role that masterbatch plays in the expanding global plastics and textile industries. With the myriad advantages it provides that masterbatch will continue to be an essential component in the future.

This market growth is primarily driven by the rapid expansion of infrastructure and construction activities worldwide. Furthermore, the ongoing trend of replacing metal with plastic across various industries including automotive, consumer goods and packaging, is significantly accelerating market growth. This shift towards plastic offers key benefits such as cost-effectiveness, lightweight properties, and extensive customization options, further increasing the demand for masterbatch materials in plastic manufacturing processes.

Growing Demand for Sustainable Solutions: The masterbatch industry is experiencing a significant shift towards sustainability, driven by heightened environmental awareness and regulatory pressures. Manufacturers are increasingly focusing on creating eco-friendly masterbatch formulations that minimise carbon footprints and incorporate bio-based or recycled materials. These sustainable masterbatches are perfectly aligned with the evolving preferences of consumers and businesses committed to greener products and practices.

Technological Advancements in Additive Masterbatches: Technological innovation is at the forefront of the additive masterbatch sector, with new developments tailored to meet specific functional needs. Additive masterbatches now offer a range of functionalities including UV stabilisation, antimicrobial properties, flame retardancy and anti-static features. These advancements are essential for industries such as packaging, automotive and healthcare, where enhanced performance and durability are critical.

Focus on Color Masterbatches: Colour masterbatches continue to be a vibrant and essential segment within the market, driven by aesthetic preferences and branding strategies across diverse industries. Manufacturers are investing heavily in advanced colour-matching technologies and formulations, offering an expansive palette of vibrant and customizable colours. This trend is particularly evident in packaging applications, where visual appeal is key to product differentiation and consumer engagement.

Shift towards High-Performance Engineering Plastics: The demand for masterbatches designed for high-performance engineering plastics, such as polyamide (PA), polycarbonate (PC) and polyethylene terephthalate (PET), is on the rise. These materials are increasingly favoured for demanding applications in automotive components, electrical appliances and industrial equipment due to their superior mechanical, thermal and chemical properties. Masterbatch formulations that enhance the performance and processability of these engineering plastics are therefore gaining significant traction.

Expansion in Emerging Markets: Emerging markets present vast growth opportunities for the masterbatch industry. Rapid industrialization, urbanisation, and infrastructure development in regions like Asia-Pacific and Latin America are driving demand for masterbatch materials. Manufacturers are strategically expanding their presence in these regions through partnerships, local production facilities, and customised product offerings that cater to regional needs.

Applications in Textiles

Your Company's product portfolio is heavily focused on masterbatches for the polyester textile segment.

While cotton has traditionally been the go-to fabric for hot and humid climates, recent technological advancements in man-made fibres have narrowed this gap, offering additional benefits such as strength, elasticity, colour retention and moisture absorption. Although cotton remains a vital raw material for the textile industry, supply-side pressures and price volatility are likely to challenge its ability to meet growing demand in the future. This will likely increase the preference for synthetic fibres, particularly polyester.

The Indian Man-Made Fibre Textile Industry

India's man-made fibre (MMF) textile industry is vibrant and rapidly growing. Today, India produces almost every type of synthetic fibre including polyester, viscose, nylon and acrylic, giving it a competitive edge on the global stage. Currently, India ranks as the second-largest producer of both polyester and viscose worldwide. The Indian MMF textile industry is self-reliant across the entire value chain from raw materials to garment production. Our fabrics are known internationally for their excellent craftsmanship, vibrant colours, comfort, durability and advanced technical properties. With substantial investments in world-class manufacturing plants, continuous innovation, entrepreneurial spirit, new product mixes and strategic market expansion, India is poised to become a global leader in textile production.

The textile industry is a major contributor to India's economy. The MMF industry alone accounts for 17% of India's textile exports, making the country the world's sixth-largest exporter of MMF textiles. Man-made fibres (MMFs) are generally categorised into two types: synthetic and cellulosic. Cellulosic fibres are derived from wood pulp, while synthetic fibres are made from crude oil. Currently, MMFs dominate global textile fibre consumption, with a 72:28 ratio between MMFs and natural fibres. This share has been steadily increasing due to the inherent limitations in the growth of cotton and other natural fibres. The key types of synthetic fibres include polyester, acrylic and polypropylene. India's low manufacturing costs make it an attractive destination for textile investment. The Indian textile industry expects the country's exports of MMF textiles to grow by 75%, reaching US\$ 11.4 billion by 2030, up from approximately US\$ 6.5 billion in 2021-22.

India's MMF industry has seen rapid growth, ranking second in global cellulose fibre/yarn production and third in synthetic fibre production. The country now produces all types of synthetic fibres including fibre, yarn, fabrics, made-ups and home textiles. MMF fabrics hold the largest share of exports, followed by made-ups and yarn. India is entirely self-sufficient across the value chain, from raw materials to finished garments. The industry primarily consists of polyester and viscose, which together account for approximately 94% of the market in volume terms. Polyester alone represents about 77.5%, with viscose making up the remainder. During April - November 2023, MMF fabrics were the largest exported commodity, accounting for 39% of the export share, followed by MMF yarns at 28%, MMF made-ups at 26%, and man-made fibres at 7%.

Other Factors that would influence growth of Masterbatch in the MMF Industry

The Masterbatch market within the man-made fibre (MMF) industry is set to benefit from several strategic initiatives and market trends.

- In September 2021, the Indian government approved a Rs. 10,683 crore (US\$ 1.44 billion) production-linked incentive (PLI) scheme for the textiles sector. This initiative is poised to



significantly benefit textile manufacturers registered in India.

- The incentives under this scheme will be available for five years, from 2025-26 to 2029-30, based on incremental turnover achieved between 2024-25 and 2028-29. The PLI scheme specifically aims to incentivize the production of MMF apparel, MMF fabrics, and 10 segments of technical textile products, further driving the demand for masterbatch formulations that enhance these materials.
- In August 2023, the Ministry of Textiles approved 26 engineering institutions to introduce courses on Technical Textiles under the National Technical Textiles Mission. This initiative will not only boost innovation but also enhance the technical expertise available in the MMF sector, paving the way for advanced masterbatch applications.
- Several market dynamics are also expected to fuel the growth of the Indian technical textiles market, projected to reach US\$ 23.3 billion by 2027, up from US\$ 14 billion in 2020 in the Asia-Pacific Region. This growth will be driven by increased consumer awareness, higher disposable incomes, changing consumer patterns, and sector-specific growth drivers.
- In the automotive sector, the technical textiles market is expected to grow significantly, with projections indicating an increase from US\$ 2.4 billion in 2020 to US\$ 3.7 billion by 2027. Similarly, the industrial textiles market is anticipated to expand at a CAGR of 8%, rising from US\$ 2 billion in 2020 to US\$ 3.3 billion in 2027. These developments highlight the increasing demand for high-performance masterbatches that cater to the evolving needs of the technical textiles industry.
- **Bharat Tex 2024** The largest global mega textiles event, Bharat Tex 2024, was hosted by industry bodies in New Delhi from February 26-29, 2024. According to the Honourable Union Minister, Mr. Piyush Goyal, Bharat Tex 2024 Expo stands as a testament to India's unwavering commitment to becoming a global textile powerhouse.

This landmark event brought to life the Prime Minister's vision of the 5F framework-Farm to Fibre to Factory to Fashion to Foreign-by connecting and streamlining the entire textile value chain. Organised on an unprecedented scale by the Government of India, it was the first event of its kind, designed to strengthen the fragmented supply chain and position Indian textiles on the global stage.

Despite nearly 20 lakh square feet of exhibition space being provided at Bharat Mandapam and Yashobhoomi, the overwhelming demand for space from exhibitors led to the expansion into a second phase of exhibition areas.

Your Company proudly participated in this significant event, where we received an outstanding response from both domestic and international customers.

Your Company, a pioneering leader in the manufacture of Polyester Masterbatches for textile applications, is well-positioned to capitalise on the growing demand both domestically and internationally. Recognizing the potential in the U.S. market, we have established a local representation to effectively tap into the expanding opportunities for masterbatches in textile applications.

Our unwavering commitment to continuous innovation and market-focused application development ensures that we stay ahead of the competition. To maintain our leadership position, we have invested in a

new 20,000-square-foot facility dedicated to R&D expansion, with a projected investment of approximately Rs. 35 Crores. In the financial year 2023-24, we have already invested Rs. 7.52 Crores in various state-of-the-art pilot plants and other advanced facilities. We plan to further invest around Rs. 27.48 Crores in the financial year 2024-25 and beyond.

Additionally, Your Company has successfully made inroads into some of the world's largest masterbatch markets. We anticipate export sales growth of approximately 10% per annum over the next few years.

With the rising demand for masterbatches and our strategic initiatives, we are poised for robust growth and enhanced performance in the coming years.

Opportunities and Threats

Key Opportunity

India's low per capita consumption of polyester and polymers signals a promising rise in demand for these markets. As a pioneer in the synthetic fibre industry, your Company specialises in producing masterbatches based on Polyesters, Nylons and Polypropylenes for a wide range of applications including automotive, carpets, furniture, clothing, non-woven fabrics, technical fibres and home furnishings.

With the growing demands of the MMF textile and plastics industries, your Company is well-positioned to experience a significant increase in demand for its products.

Key Threats & Risks

Demand Risk: The demand for our products may be adversely affected by economic downturns in key user industries. Additionally, margin pressures could arise from changes in the demand-supply environment, heightened competition from both domestic and international players, volatile raw material prices and shifts in product preferences. However, your Company is confident in its ability to navigate these challenges through continuous technological advancements, innovative product developments, and strategic cost management.

Foreign Exchange Risk: Fluctuations in foreign exchange rates are a significant factor affecting the profitability of your Company. To manage this risk effectively, we employ hedging strategies to balance short-term exposure differences between imports and exports.

Competitor Risk: The market is highly competitive, with minimal barriers to entry for new players. To mitigate this risk, your Company implements comprehensive strategies focused on cost efficiency, quality enhancement, superior customer service and strengthening brand equity.

The industry faces several risks including volatile raw material prices, outdated technology and competition from international firms, all of which can pressure margins and affect overall performance. Economic slowdowns can also impact margins and sales. In response, your Company is taking proactive measures including adopting new technologies, developing innovative masterbatches through ongoing R&D, reducing material costs, re-engineering business and manufacturing processes and more. Additionally, comprehensive insurance policies are in place to provide adequate coverage for the anticipated risks to the Company's assets.

Your Company has well-designed strategies to identify and mitigate risks related to operations, finance, reporting and legal compliance, ensuring resilience in a dynamic market environment.



Internal Control Systems and Their Adequacy

Your Company has established a comprehensive internal control system that is well-suited to its size and the nature of its business operations. Our in-house team conducts regular internal audits to ensure that all transactions are properly authorised, accurately recorded, and transparently reported. We also periodically implement measures to safeguard assets and protect them from unauthorised use.

These efforts are supported by well-defined policies and procedures throughout the Company, designed to ensure the efficient utilisation and protection of resources, accuracy in financial reporting, and strict compliance with applicable statutes and company guidelines.

The Audit Committee of the Board plays a key role in overseeing these processes. It regularly reviews Internal Audit reports, monitors the progress of implementing recommendations, and evaluates the overall adequacy of the internal control systems during its meetings. Additionally, the Statutory Auditors examine these systems as part of their audit procedures, ensuring an added layer of scrutiny and effectiveness.

Human Resources

The most valuable asset of your Company is its human resources. With the dedication and commitment of our team, we navigated the rapid changes in the business environment last year with resilience and determination, ensuring that our Company continues to enhance value creation.

Human resources are critical to the success, stability and growth of any organisation. Efficient management of these resources is essential, as the ability to acquire, utilise, and develop talent directly influences the organisation's performance. Ultimately, it is the employees who drive

Key Performance Indicators

The Key Financial Ratio is as below:

| S. No. | Particulars | 31 st March, 2024 | 31 st March, 2023 | Change (in %) |
|--------|-------------------------|------------------------------|------------------------------|---------------|
| 1 | Debtor Turnover | 6.20 | 7.19 | (13.66) |
| 2 | Inventory Turnover | 4.80 | 4.06 | 18.35 |
| 3 | Interest Coverage Ratio | - | - | - |
| 4 | Current Ratio | 6.32 | 5.24 | 20.47 |
| 5 | Debt Equity Ratio | - | - | - |
| 6 | EBITDA Margin (%) | 12.42 | 12.73 | (2.44) |
| 7 | Net Profit Margin (%) | 6.80 | 7.07 | (3.74) |

The return on net worth is 10.42% as compared to 11.02% in the previous year.

Forward-Looking Statements

This report contains forward-looking statements, which can be identified by words such as 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', and similar expressions. These statements reflect expectations or predictions about the future including but not limited to the Company's growth strategy, product development, market position, expenditures and financial results. Since

results and foster a climate conducive to the organisation's growth and development.

During the year, employees participated in various in-house training sessions, focusing on both technical and soft skills as part of our Employee Development Programme.

As of the 2023-24 fiscal year, your Company's talent base consisted of 346 employees (excluding casual workers). The Board of Directors extends its heartfelt appreciation to all employees for their sincere efforts at every level throughout the year.

Your Directors firmly believe in the importance of developing human resources, which are the most valuable asset of your Company and a key factor in achieving growth and overall improvement. The human resource philosophy and strategy of your Company are designed to attract and retain top talent, fostering a work environment that keeps employees engaged and motivated. Employee relations during the year under review were harmonious, and the contributions and cooperation received from employees across all levels were exemplary. The management has consistently recognised and supported these efforts through continuous and systematic training programmes.

Corporate Social Responsibility

The management of your Company believes that our contribution to society should stem from a genuine commitment rather than compulsion. Therefore, long before it became a legal requirement, the Company had already undertaken initiatives to assist underprivileged sections of society. Disclosures in accordance with Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, have been made, and further details on CSR activities are annexed and marked as **Annexure - A** to the Board's Report.

these statements are based on certain assumptions and expectations of future events, the Company cannot guarantee their accuracy or that they will be realised. The actual results, performance or achievements of your Company could differ materially from those projected in any forward-looking statements. Your Company assumes no responsibility to publicly update or revise any such statements in light of subsequent developments, information or events.

For and on behalf of the Board of Directors

Mahima P. Agarwal
Director
(DIN: 03588809)

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place : Chennai

Date : 8th August, 2024



Corporate Governance Report

[Pursuant to Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is centred on achieving a high level of transparency and accountability in its operations and ensuring the efficient conduct of its business, including its interactions with employees, shareholders, depositors, creditors, consumers, bankers, and other stakeholders. Accountability enhances decision-making processes, while transparency clarifies the rationale behind decisions and fostering confidence in the Company.

Good Corporate Governance is integral to the Company's management and business philosophy. It reflects our value system, encompassing our legacy, culture, vision, mission, policies and relationships with all stakeholders. Effective Corporate Governance is crucial for building and maintaining investor trust. The fundamental objective of the Company's Corporate Governance framework is to enhance the interests of all stakeholders. Our governance framework includes a formal system of control and administration that supports management in making prudent decisions in the best interest of stakeholders, while also ensuring the systematic and effective utilisation of the Company's resources.

Your Company consistently strives to be proactive in voluntarily adopting best governance practices and establishing ethical business standards, both internally and externally. We believe that good Corporate Governance is not merely a destination but a continuous journey towards improving sustainable value creation. It is essential for achieving the Company's long-term goals and fulfilling the needs and aspirations of its stakeholders.

2. BOARD OF DIRECTORS

The Corporate Governance structure of your Company is led by the Board, which serves as the apex decision-making body. Comprising experts from various functions with extensive industry knowledge and experience, the Board provides strategic guidance and direction in the management and operation of the Company. Elected by the shareholders, the Board is entrusted with overseeing the Company's overall functioning.

The Board's responsibilities include offering strategic guidance and supervision, overseeing management performance, and ensuring sound governance on behalf of shareholders and other stakeholders. The Board exercises independent judgement and plays a crucial role in supervising the Company's activities. Its primary purpose is to ensure the Company's success by collectively directing its affairs while considering the interests of shareholders and relevant stakeholders. The

Board is dedicated to representing the long-term interests of stakeholders, providing effective governance over the Company's operations and exercising sound business judgment in all Company matters.

Composition of the Board

The composition of the Board of Directors aligns with the requirements of the Companies Act, 2013, along with the associated Rules, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The Board is optimally structured with a balanced mix of Executive and Non-Executive Directors, including a Woman Director and Independent Directors, all bringing diverse skill sets, professional expertise, and relevant business experience across various fields.

As of 31st March, 2024, the Board comprises nine Directors: two Executive Directors (the Managing Director and the Joint Managing Director), six Independent Directors (including one Woman Director) and one Non-Executive Non-Independent Director. None of the Non-Executive Directors have any pecuniary relationship or transaction with the Company, apart from receiving sitting fees.

Meeting of the Board of Directors

The Board of Directors usually convenes once every quarter, primarily to review the Company's quarterly performance and financial results, consider business strategies and their implementation, and assess controls, compliance, and other related matters.

During the financial year 2023-24, four Board meetings were held on 29th May, 2023, 5th August, 2023, 6th November, 2023 and 9th February, 2024. All meetings were conducted in person. The interval between two consecutive Board meetings did not exceed 120 days and the meetings were conducted in full compliance with all applicable laws. A quorum was present at each meeting.

The Board was provided with the necessary information as stipulated under Schedule II (Part A) of the SEBI Listing Regulations. The agenda and relevant documents for consideration were circulated to the Board at least seven days before each meeting. Items related to Unpublished Price Sensitive Information (UPSI) were circulated on shorter notice with the consent of the Board. Sufficient information was provided in the Board papers and made available during the meetings to enable the Board to make informed decisions.

Below are the details of the Directors by category, their attendance, other Directorships, including Memberships/Chairmanships in the Board's Committees and the number of shares held:

| S. No. | Name of Director | Category | No. of Board Meetings held during the tenure of the Director | No. of Board Meetings attended | Attendance at last AGM held on 27 th September, 2023 | Number of Directorships in other Companies | No. of Committee positions held in other Companies | | No. of Shares held |
|--------|--|----------------------|--|--------------------------------|---|--|--|--------|--------------------|
| | | | | | | | Chairman | Member | |
| 1 | Shri S.S. Poddar (DIN: 00058025) Managing Director | Promoter & Executive | 4 | 3 | No | 2 | - | - | 5,29,000 |
| 2 | Shri Gaurav Goenka (DIN: 00375811) Joint Managing Director | Executive | 4 | 4 | Yes | 3 | - | - | - |



| S. No. | Name of Director | Category | No. of Board Meetings held during the tenure of the Director | No. of Board Meetings attended | Attendance at last AGM held on 27 th September, 2023 | Number of Directorships in other Companies | No. of Committee positions held in other Companies @ | | No. of Shares held |
|--------|--|--------------------------|--|--------------------------------|---|--|--|--------|--------------------|
| | | | | | | | Chairman | Member | |
| 3 | Smt. Mahima P. Agarwal (DIN: 03588809) Non-Executive Non-Independent Director | Promoter & Non-Executive | 4 | 2 | No | 1 | - | - | 6,05,000 |
| 4 | Shri N. Gopalaswamy* (DIN: 00017659) Independent Director | Independent | 4 | 2 | No | 1 | - | - | - |
| 5 | Shri M.K. Sonthalia* (DIN: 00021297) Independent Director | Independent | 4 | 3 | No | 9 | - | - | - |
| 6 | Shri M. Mahadevan (DIN: 00786991) Independent Director | Independent | 4 | 1 | Yes | 4 | - | - | - |
| 7 | Smt. Lalitha Kumaramangalam* (DIN: 08259526) Independent Director | Independent | 4 | 4 | No | - | - | - | - |
| 8 | Shri Gajendra Kumar Bhandari (DIN: 00649176) Independent Director | Independent | 2 | 2 | NA | - | - | - | 3,560 |
| 9 | Shri Ramaseshan Mohan (DIN: 01492721) Independent Director | Independent | 2 | 2 | NA | 1 | - | - | - |

@Includes the Membership/Chairmanship in the Audit Committee and Stakeholders Relationship Committee only of other Public Limited Companies.

* Ceased as an Independent Director with effect from the closure of Business Hours on 31st March, 2024.

None of the Directors of the Company are on the Board of other Listed Companies except Poddar Pigments Limited.

All Directors of the Company have provided information regarding their Committee Memberships/Chairmanships as required under Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on this information, none of the Directors on the Company's Board serves as a member of more than ten (10) Committees or acts as a Chairperson of more than five (5) Committees (considering only the Audit Committee and the Stakeholders Relationship Committee) in which he/she is a Director.

Convertible Instruments held by Non-Executive Directors

None of the Non-Executive Directors held the convertible instrument.

Inter-Se Relationship between Directors

Smt. Mahima Poddar Agarwal (DIN: 03588809), Non-Executive Non-Independent Director is daughter of Shri S.S. Poddar (DIN: 00058025), Managing Director and Shri Gaurav Goenka (DIN: 00375811), Joint

Managing Director is the son in law of Shri S.S. Poddar (DIN: 00058025), Managing Director of the Company. Except this, none of the other Directors are related to each other.

Board's Core Skills/Expertise/Competencies

The Board of Directors of the Company comprises qualified members who bring the necessary skills, competence and expertise, enabling them to make effective contributions to the Board and its Committees. The Board's composition reflects an optimal blend of professionalism, knowledge, independence and experience, allowing it to discharge its responsibilities and provide effective leadership to the business, ensuring alignment with the Company's strategy and long-term needs.

The Board provides leadership, strategic guidance, objectivity and an independent perspective to the Company's management while fulfilling its fiduciary responsibilities. This ensures that the management adheres to the highest standards of ethics, transparency and disclosure. In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following is a list of core skills, expertise and competencies identified by the Board of Directors as necessary for the Company's business and sector to function effectively, along with the names of Directors who possess these skills, expertise and competencies:

| S. No. | Name of Director | Areas of Skills/Expertise/Competencies | | | | | | | |
|--------|----------------------------------|---|-------------------------------------|-------------------------------------|----------------------------------|--------------------|---|-------------------------------|------------------------|
| | | Leadership/ Corporate Strategy & Management | Understanding of Business /Industry | Corporate Governance and Disclosure | Critical and Innovative Thoughts | Financial Literacy | Social and Environmental Accountability | Risk and Compliance Oversight | Training and Education |
| 1 | Shri S.S. Poddar (DIN: 00058025) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |



| S. No. | Name of Director | Areas of Skills/Expertise/Competencies | | | | | | | |
|--------|--|--|-------------------------------------|-------------------------------------|----------------------------------|--------------------|---|-------------------------------|------------------------|
| | | Leadership/Corporate Strategy & Management | Understanding of Business /Industry | Corporate Governance and Disclosure | Critical and Innovative Thoughts | Financial Literacy | Social and Environmental Accountability | Risk and Compliance Oversight | Training and Education |
| 2 | Shri Gaurav Goenka (DIN: 00375811) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 3 | Smt. Mahima P. Agarwal (DIN: 03588809) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 4 | Shri N. Gopaldaswamy (DIN: 00017659) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 5 | Shri M.K. Sonthalia (DIN: 00021297) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 6 | Shri M. Mahadevan (DIN: 00786991) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 7 | Smt. Lalitha Kumaramangalam (DIN: 08259526) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 8 | Shri G.K. Bhandari (DIN: 00649176) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 9 | Shri R. Mohan (DIN: 01492721) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

Role of the Board of Directors

The Board of Directors is the apex body constituted by the shareholders, vested with the authority to govern, provide strategic and operational direction, and oversee the affairs of the Company. To ensure informed decision-making, the Board of Directors has access to all relevant information and is free to consult with the Company's employees. The minimum information required under Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is regularly provided to the Board for their consideration, either as part of the agenda papers well in advance of the Board meetings or presented during the meetings. Guided by the principles of the Company's Corporate Governance Philosophy, the Board is committed to working in the best interests of the Company and its stakeholders.

Independent Directors

The Nomination and Remuneration Committee is responsible for selecting distinguished individuals for appointment as Independent Directors on the Board of Directors. The Committee considers various factors including qualifications, positive attributes, areas of expertise, and the number of directorships and committee memberships held in other companies by the candidate, before making a recommendation to the Board of Directors. The Board then reviews the Committee's recommendation and makes an appropriate decision. Upon appointment, Independent Directors receive formal letters of appointment, and the terms and conditions of their appointment are made available on the Company's website at www.poddarpigments.ltd.com.

The Company has received declarations from all Independent Directors confirming their compliance with the independence criteria outlined in Section 149(6) of the Companies Act, 2013, in conjunction with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In accordance with Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors have further confirmed that they are not aware of any circumstances or situations that could impair their ability to discharge their duties with objective, independent

judgement and without any from external influence.

Additionally as per Section 150 of the Companies Act, 2013 and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the Independent Directors of the Company have registered their names in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. The requisite confirmations regarding this registration have been received from all the Independent Directors. The Independent Directors have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Companies Act, 2013.

None of the Independent Directors of the Company serves as a Non-Independent Director on the Board of any other company where any of the Company's Non-Independent Directors is an Independent Director.

Based on the declarations received, the Board of Directors of your Company confirms the independence, integrity, expertise and experience (including proficiency) of the Independent Directors. The Board believes that the Independent Directors meet the independence criteria specified in the Companies Act, 2013, the associated Rules, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management.

Completion of tenure of Independent Director

During the financial year 2023-24, the term of appointment/re-appointments of Smt. Lalitha Kumaramangalam (DIN: 08259526), Independent Director, Shri N. Gopaldaswamy (DIN: 00017659), Independent Director and Shri Manoj Kumar Sonthalia (DIN: 00021297), Independent Director of the Company has been completed on 31st March, 2024 after the closure of Business Hours. None of the Independent Directors has resigned before the expiry of their tenure from the Company and therefore, the Company is not required to provide the related disclosure thereon.

Separate Meeting of Independent Directors

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI Listing Regulations, the Independent Directors of the Company met on 15th April, 2023 without the presence of Non Independent Directors and members of the management. They discussed and reviewed the performance of Non-Independent Directors



and the Board as a whole; and the quality, quantity and timeliness of the flow of information between the Company management and the Board, that is necessary for the Board to perform their duties effectively and reasonably.

Familiarisation Programme for Independent Directors

The Independent Directors of the Company are distinguished individuals with extensive experience and their presence on the Board has been highly beneficial in making informed business decisions. The Company has established a comprehensive induction process designed to familiarise newly appointed Independent Directors with the Company, its management, operations, and the industry in which it operates. Upon their appointment or re-appointment, all Independent Directors are informed of their roles and responsibilities through a formal letter of appointment, which also outlines other terms and conditions of their appointment or re-appointment.

Independent Directors have the opportunity to engage with the Company's management during the Board and Committee meetings, where Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) provide updates on business strategies, business models and the Company's performance.

In accordance with the provisions of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the familiarisation programme provided to the Independent Directors are available on the Company's website and can be accessed at <https://poddarpigmentsltd.com/investor-relations/details/Shareholders%20Information/Familiarization%20Programmes>.

3. CODE OF CONDUCT

In accordance with the provisions of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has established and adopted a Code of Conduct for its Directors and Senior Management Personnel. This Code is designed to ensure compliance with Regulation 17(5) of the SEBI Listing Regulations, promoting ethical business practices and reinforcing strong corporate governance principles.

The Company has received affirmations from all Directors and Senior Management Personnel confirming their compliance with the Code of Conduct during the financial year under review. A declaration to this effect, duly signed by the Joint Managing Director, is annexed hereto and forms part of this Annual Report. The Code of Conduct is available on the Company's website and can be accessed at <https://poddarpigmentsltd.com/investor-relations/details/Codes%20&%20Policies/Code%20of%20Conduct>.

4. JOINT MANAGING DIRECTOR (JMD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

Pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Joint Managing Director and Chief Financial Officer of the Company have jointly issued a certificate, certifying that the financial statements of the Company do not contain any materially untrue statement and those statements represent a true and fair view of the Company's affairs. The aforesaid certificate is annexed herewith and forms part of this Annual Report.

The attendance of the Audit Committee Meetings is given below:

| Name of Member | Designation | No. of Meetings Attended |
|---|--|---------------------------------|
| Smt. Lalitha Kumaramangalam (DIN: 08259526) | Chairperson - Non - Executive & Independent Director | 4 |
| Shri M.K. Sonthalia (DIN: 00021297) | Member - Non - Executive & Independent Director | 5 |
| Shri M. Mahadevan (DIN: 00786991) | Member - Non - Executive & Independent Director | 2 |
| Shri Gaurav Goenka (DIN: 00375811) | Member - Joint Managing Director | 5 |

5. COMMITTEES OF THE BOARD

The Committees of the Board are set up by the Board of Directors and are governed by their respective terms of reference which exhibit the scope and responsibilities of the Committees. The Board has four committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. All the Committees operate under the direct supervision of the Board. The terms of reference of all the Committees are reviewed from time to time, to enhance the effectiveness of the Committees and to benchmark it with the best global practices in governance.

(A) AUDIT COMMITTEE

Composition

The composition of the Audit Committee of the Board of Directors complies with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Audit Committee comprises of the following members with a majority of Independent Directors:

1. Smt. Lalitha Kumaramangalam (DIN: 08259526), Independent Director - Chairperson*
2. Shri Manoj Kumar Sonthalia (DIN: 00021297), Independent Director - Member*
3. Shri M. Mahadevan (DIN: 00786991), Independent Director - Member*
4. Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director - Member
5. Shri Gajendra Kumar Bhandari (DIN: 00649176), Independent Director - Member^
6. Shri Ramaseshan Mohan (DIN: 01492721), Independent Director - Chairperson^

*Ceased as Director and Committee Chairperson/Member with effect from the Closure of Business Hours on 31st March, 2024.

^Appointed as Committee Chairperson/Member with effect from 1st April, 2024.

All members of the Audit Committee possess financial literacy, with the majority having expertise in Accounting and Financial Management. The Company Secretary serves as the Secretary to the Committee. The Statutory Auditors of the Company are regular invitees to the Audit Committee meetings, where they brief the committee members on their respective reports. Typically, the Chief Financial Officer of the Company also attends the Audit Committee meetings. The minutes of each Audit Committee meeting are subsequently presented and discussed at the next Board meeting.

Frequency of Meetings

During the financial year ended 31st March, 2024, five (5) Audit Committee meetings were held on 6th May, 2023, 26th May, 2023, 5th August, 2023, 6th November, 2023 and 9th February, 2024. The meetings of the Audit Committee were held in physical mode. The maximum gap between any two meetings was less than 120 days.



Shri M. Mahadevan (DIN: 00786991), a Member duly authorized by the Chairperson of the Audit Committee was present in person at the last Annual General Meeting of the Company to answer the shareholders' queries.

Terms of Reference

The terms of reference for the Audit Committee encompass the matters outlined in Section 177 of the Companies Act, 2013, along with the associated Rules and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. In addition to having access to all necessary information within the Company, the Committee is empowered to investigate any activity within its terms of reference, request information from any employee, secure the attendance of external experts with relevant knowledge or obtain legal or other professional advice from external sources whenever needed. The following is a brief description of the key terms of reference of the Audit Committee:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- Reviewing and monitoring the auditor's independence, performance and effectiveness of the audit process.
- Approval or any subsequent modification of transactions of the listed entity with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the whistle blower mechanism.
- Approval of appointment of a Chief Financial Officer after assessing the qualifications, experience, background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as of the date of coming into force of this provision.
- Consider and comment on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- The audit committee shall mandatorily review the following information:
 - Management discussion and analysis of financial condition and results of operations.
 - Management letters/letters of internal control weaknesses issued by the statutory auditors.
 - Internal audit reports relating to internal control weaknesses.
 - The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee.
 - Statement of deviations:
- Quarterly statement of deviation(s) including the report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- Carry out any other function as mandated by the Board of Directors from time to time and/or in the terms of reference of the Audit Committee as may be specified under the provisions of the Companies Act, 2013 and/or SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015 and such other provisions, as may be applicable.

(B) NOMINATION AND REMUNERATION COMMITTEE

Composition

The composition of the Nomination and Remuneration Committee of the Board of Directors complies with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee comprises the following members with a majority of Independent Directors:

1. Smt. Lalitha Kumaramangalam (DIN: 08259526), Independent Director - Chairperson*
2. Shri Manoj Kumar Sonthalia (DIN: 00021297), Independent Director - Member*
3. Shri N. Gopalaswamy (DIN: 00017659), Independent Director - Member*
4. Shri M. Mahadevan (DIN: 00786991), Independent Director - Member**
5. Shri Gajendra Kumar Bhandari (DIN: 00649176), Independent Director - Member^

6. Shri Ramaseshan Mohan (DIN: 01492721), Independent Director - Member^
7. Smt. Mahima P. Agarwal (DIN: 03588809), Non-Executive Non-Independent Director - Member^

*Ceased as Director and Committee Chairperson/Member with effect from the Closure of Business Hours on 31st March, 2024.

**Ceased as Committee Member with effect the Closure of Business Hours on 31st March, 2024.

^Appointed as Committee Member with effect from 1st April, 2024.

The Company Secretary of the Company acts as the Secretary to the Committee. Minutes of each Nomination and Remuneration Committee Meeting is placed and discussed in the next meeting of the Board.

Frequency of Meetings

During the financial year ended 31st March, 2024, four (4) Nomination and Remuneration Committee meetings were held on 15th April, 2023, 26th May, 2023, 5th August, 2023 and 9th February, 2024. The meetings of the Nomination and Remuneration Committee were held in physical mode.

The attendance of the Nomination and Remuneration Committee Meetings is given below:

| Name of Member | Designation | No. of Meetings Attended |
|---|--|--------------------------|
| Smt. Lalitha Kumaramangalam (DIN: 08259526) | Chairperson - Non - Executive & Independent Director | 3 |
| Shri M.K. Sonthalia (DIN: 00021297) | Member - Non - Executive & Independent Director | 4 |
| Shri M. Mahadevan (DIN: 00786991) | Member - Non - Executive & Independent Director | 3 |
| Shri N. Gopalaswamy (DIN: 00017659) | Member - Non - Executive & Independent Director | 3 |

Shri M. Mahadevan (DIN: 00786991), a Member duly authorized by the Chairperson of the Nomination and Remuneration Committee was present in person at the last Annual General Meeting of the Company to answer the shareholders' queries.

Terms of Reference

The Committee acts as a link between the Management and the Board of Directors. Besides having access to all required information within the Company, the Committee may investigate any activity within its terms of reference, seek information from any employee, secure attendance of outsiders with relevant expertise or obtain legal or other professional advice from external sources, whenever required. The brief description of the terms of reference for the Nomination and Remuneration Committee include:

- a) The formulation of criteria for determining the qualifications, positive attributes and independence of a director and recommending to the Board a policy, related to the remuneration of directors, key managerial personnel and other employees.
- b) For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and, based on this evaluation, prepare a description of the role and capabilities required of an Independent Director. The individual recommended to the Board for appointment as an Independent

Director shall possess the capabilities identified in this description. To identify suitable candidates, the Committee may:

- i) Utilise the services of external agencies, if required;
- ii) Consider candidates from a wide range of backgrounds with due regard to diversity; and
- iii) Consider the time commitments of the candidates.
- c) Formulation of criteria for evaluating the performance of Independent Directors and the Board of Directors.
- d) Devising a policy on the diversity of the Board of Directors.
- e) Identifying persons who are qualified to become directors and who may be appointed in senior management positions, in accordance with the criteria laid down and recommending their appointment and removal to the Board.
- f) Recommending to the Board of Directors whether to extend or continue the term of appointment of the Independent Director, based on the performance evaluation report of the Independent Directors.
- g) Recommending to the Board all forms of remuneration payable to senior management.
- h) Specifying the manner for effective evaluation of the performance of the Board, its Committees, and individual Directors, to be



carried out either by the Board or by the Nomination and Remuneration Committee or by an independent external agency and reviewing its implementation and compliance.

- i) Carrying out any other function as mandated by the Board of Directors from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

Performance Evaluation Criteria for Independent Directors

The performance evaluation of Independent Directors has been conducted in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated 5th January, 2017. This evaluation is carried out by the entire Board of Directors, with the exception of the Director being evaluated. The criteria for the performance evaluation of Independent Directors include:

- Appropriateness of qualification, knowledge, skills and experience.
- Time devoted to Board deliberations and participation level in Board functioning.
- Extent of diversity in the knowledge and related industry expertise.
- Attendance and participation in the meetings and workings thereof.
- Initiative to maintain a high level of integrity and ethics.

Remuneration of Directors

(a) Pecuniary relationship or transactions of the Non-Executive Directors

During the financial year under review, there were no pecuniary relationships or transactions between the Company and any of its Non-

Executive Directors apart from sitting fees paid to them for attending the Board and Committee meetings.

(b) Criteria for making payments to Non-Executive Directors

The Non-Executive/Independent Directors of the Company are seasoned professionals, each bringing a wealth of domain knowledge and diverse industry experience. Leveraging their specialised expertise, they provide the Board with valuable external insights on critical matters. In their capacity as Non-Executive/Independent Directors, they diligently fulfil their responsibilities by ensuring objectivity during discussions at Board and Committee meetings. The Company compensates these Directors with remuneration solely in the form of sitting fees for their contributions. No additional remuneration beyond the sitting fees, is paid to the Non-Executive/Independent Directors.

(c) Disclosures concerning remuneration

(i) All Elements of the Remuneration Package

(A) Remuneration to Executive Directors

The remuneration paid to the Executive Directors is as per the terms and conditions of their appointment/re-appointment and subject to the compliance of applicable provisions of the Companies Act, 2013, the Rules made thereunder read with Schedule V of the Companies Act, 2013 and approval of the Shareholders.

In the event of a revision in remuneration, the revised remuneration for Executive Directors is recommended by the Nomination and Remuneration Committee, subject to approval by the Board of Directors and Shareholders at the General Meeting, as well as any other necessary authorities, in accordance with the provisions of the Companies Act, 2013, along with the relevant rules and schedules.

The details of remuneration paid to the Executive Directors during the financial year ended 31st March, 2024, are as follows:

(Amount in Rs.)

| Particulars | Shri S.S. Poddar, (DIN: 00058025) Managing Director | Shri Gaurav Goenka, (DIN: 00375811) Joint Managing Director |
|--|---|---|
| Salary and Allowances | 1,20,00,000 | 1,38,00,000 |
| Contribution to Provident Fund | 10,80,000 | 10,80,000 |
| Value of other perquisites as per Income Tax Rules | 31,80,851 | 8,70,000 |
| Commission on Profit | - | 41,53,322 |
| Total (Rs.) | 1,62,60,851 | 1,99,03,322 |

Terms of Contract of Executive Directors

| Name of Director | Date of Appointment | Expiry of Contract | Severance Fees | Notice Period |
|---------------------------------------|---------------------|--------------------|----------------|---------------|
| Shri S.S. Poddar (DIN: 00058025) | 01.10.2019 | 30.09.2024 | - | - |
| Shri Gaurav Goenka (DIN: 00375811) | 01.04.2022 | 30.09.2024 | - | - |



(B) Remuneration to Non-Executive Directors

The details of remuneration paid to Non-Executive and Independent Directors during the financial year ended 31st March, 2024 are as mentioned below:

(Amount in Rs.)

| Name of Non - Executive Director | Category | Sitting Fees |
|--|--------------------------|--------------|
| Smt. Mahima P. Agarwal (DIN: 03588809) | Promoter & Non-Executive | 20,000 |
| Shri N. Gopaldaswamy (DIN: 00017659) | Independent | 25,000 |
| Shri M.K. Sonthalia (DIN: 00021297) | Independent | 60,000 |
| Shri M. Mahadevan (DIN: 00786991) | Independent | 25,000 |
| Smt. Lalitha Kumaramangalam (DIN: 08259526) | Independent | 65,000 |
| Shri Gajendra Kumar Bhandari (DIN: 00649176) | Independent | 20,000 |
| Shri Ramaseshan Mohan (DIN: 01492721) | Independent | 20,000 |

(ii) Aside from the remuneration details mentioned above, no additional fixed components or performance-linked incentives are provided to the Directors.

(iii) Service contracts, Notice period, Severance fees

The appointment/re-appointment of the Executive Directors is governed by the resolutions passed by the Shareholders of the Company based on the recommendation of the Board of Directors and the Nomination and Remuneration Committee of the Company, which covers the terms and conditions of such appointment/re-appointment read with the service rules/conditions of the Company. A separate service contract is not entered into by the Company with the Executive Directors. The notice period is 3 (Three) months or such period as mutually agreed on as per the Company's policy and no severance fee is payable to any Director.

(iv) Details of Stock Options

The Company has not granted any stock options to any of its Directors. Hence, the requirement of stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable, does not apply to the Company.

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition

The composition of the Stakeholders Relationship Committee of the Board of Directors complies with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Stakeholders Relationship Committee comprises of the

following members:

1. Smt. Lalitha Kumaramangalam (DIN: 08259526), Independent Director - Chairperson*
2. Shri S.S. Poddar (DIN: 00058025), Managing Director - Member**
3. Smt. Mahima P. Agarwal (DIN: 03588809), Non-Executive Non - Independent Director - Member
4. Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director - Member
5. Shri Gajendra Kumar Bhandari (DIN: 00649176), Independent Director - Member^

*Ceased as Director and Committee Chairperson with effect from the Closure of Business Hours on 31st March, 2024.

**Ceased as Committee Member with effect the Closure of Business Hours on 31st March, 2024.

^Appointed as Committee Member with effect from 1st April, 2024.

Shri Anil Kumar Sharma, Company Secretary of the Company, is the Compliance Officer of the Company. Minutes of each Stakeholders Relationship Committee Meeting are placed and discussed in the next meeting of the Board.

Frequency of Meetings

During the financial year ended 31st March, 2024, four (4) Stakeholders Relationship Committee meetings were held on 26th May, 2023, 5th August, 2023, 6th November, 2023 and 9th February, 2024. The meetings of the Stakeholders Relationship Committee were held in physical mode.

The attendance of the Stakeholders Relationship Committee Meetings is as given below:

| Name of Member | Designation | No. of Meetings Attended |
|---|--|--------------------------|
| Smt. Lalitha Kumaramangalam (DIN: 08259526) | Chairperson - Non - Executive & Independent Director | 3 |
| Smt. Mahima P. Agarwal (DIN: 03588809) | Member - Non - Executive Director | 3 |
| Shri S.S. Poddar (DIN: 00058025) | Member - Managing Director | 3 |
| Shri Gaurav Goenka (DIN: 00375811) | Member - Joint Managing Director | 4 |

Shri Gaurav Goenka (DIN: 00375811), a Member duly authorized by the Chairperson of the Stakeholders Relationship Committee was

present in person at the last Annual General Meeting of the Company to answer the shareholders' queries.



Details of Pending Complaints

The number of Shareholders' complaints received during FY 2023-24 and pending as of 31st March, 2024 are as follows:

| Complaint Received from | No. of Complaints Received | No. of Complaints Pending |
|-------------------------|----------------------------|---------------------------|
| SEBI | 1 | Nil |
| Smart ODR Portal | 1 | Nil |
| Stock Exchanges | 2 | Nil |
| Investors | 1 | Nil |
| Govt. Authorities | 0 | Nil |

All complaints received during the financial year 2023-24 were attended and resolved satisfactorily. There was no complaint pending as of 31st March, 2024.

Terms of Reference

The terms of reference and the ambit of powers of the Stakeholders Relationship Committee are in line with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Specified in Part D of Schedule II) and Section 178 of the Companies Act, 2013. The brief description of the terms of reference for the Stakeholders Relationship Committee include:

- Resolve the grievances of the shareholders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of measures taken to ensure timely receipt of corporate benefits to the shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports /statutory notices by the shareholders of the Company.

(D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ("CSR")

Composition

The composition of the Corporate Social Responsibility Committee of

The attendance of the Corporate Social Responsibility Committee Meetings is as given below:

| Name of Member | Designation | No. of Meetings Attended |
|---|----------------------------------|--------------------------|
| Shri S.S. Poddar (DIN: 00058025) | Chairperson - Managing Director | 3 |
| Shri Gaurav Goenka (DIN: 00375811) | Member - Joint Managing Director | 4 |
| Smt. Lalitha Kumaramangalam (DIN: 08259526) | Member - Independent Director | 3 |

Terms of Reference

The Corporate Social Responsibility Committee is responsible for the following:

- Formulating and recommending the CSR Policy:** Develop and present to the Board the Company's Corporate Social Responsibility (CSR) policy outlining the activities to be undertaken in alignment with the areas specified in Schedule VII

of the Companies Act, 2013. The Board of Directors complies with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014. The Corporate Social Responsibility Committee comprises of the following members:

- Shri S.S. Poddar (DIN: 00058025), Managing Director - Chairperson*
- Smt. Lalitha Kumaramangalam (DIN: 08259526), Independent Director - Member**
- Shri Gaurav Goenka (DIN: 00375811), Joint Managing Director - Member
- Smt. Mahima P. Agarwal (DIN: 03588809), Non-Executive Non-Independent Director - Member^
- Shri Gajendra Kumar Bhandari (DIN: 00649176), Independent Director - Member^

*Ceased as Committee Chairperson with effect the Closure of Business Hours on 31st March, 2024.

**Ceased as Director and Committee Member with effect from the Closure of Business Hours on 31st March, 2024.

^Appointed as Committee Member with effect from 1st April, 2024.

The Company Secretary of the Company acts as the Secretary to the Committee. Minutes of each Corporate Social Responsibility Committee Meeting are placed and discussed in the next meeting of the Board.

Frequency of Meetings

During the financial year ended 31st March, 2024, four (4) Corporate Social Responsibility Committee meetings were convened on 26th May, 2023, 5th August, 2023, 6th November, 2023 and 9th February, 2024. All meetings were conducted in person.

of the Companies Act, 2013.

- Recommend CSR expenditure:** Suggest the amount to be spent on CSR activities.
- Policy amendments:** Propose necessary amendments to the CSR Policy as and when required.
- Annual Action Plan and budget monitoring:** Establish the



Annual Action Plan, oversee the budget allocation for CSR activities, and ensure effective utilisation of resources.

- e) **Execution of CSR projects:** Oversee the implementation of various CSR projects either independently or through intermediary agencies.

(E) PERFORMANCE EVALUATION COMMITTEE

The Performance Evaluation Committee was established by the Board

of Directors of the Company and comprises four (4) Independent Directors:

- Smt. Lalitha Kumaramangalam (DIN: 08259526)
- Shri Manoj Kumar Sonthalia (DIN: 00021297)
- Shri M. Mahadevan (DIN: 00786991)
- Shri N. Gopaldaswamy (DIN: 00017659)

During the financial year ended 31st March, 2024, the Committee held one (1) meeting on 15th April, 2023, which was conducted in person.

The attendance of the Performance Evaluation Committee Meeting is as given below:

| Name of Member | Designation | No. of Meeting Attended |
|---|---|-------------------------|
| Smt. Lalitha Kumaramangalam (DIN: 08259526) | Member - Non - Executive & Independent Director | 1 |
| Shri Manoj Kumar Sonthalia (DIN: 00021297) | Member - Non - Executive & Independent Director | 1 |
| Shri M. Mahadevan (DIN: 00786991) | Member - Non - Executive & Independent Director | 1 |
| Shri N. Gopaldaswamy (DIN: 00017659) | Member - Non - Executive & Independent Director | 1 |

Minutes of each Performance Evaluation Committee Meeting are placed and discussed in the next meeting of the Board. However, the Board of Directors resolved to dissolve the Performance Evaluation Committee with effect from 29th May, 2023.

(F) RISK MANAGEMENT COMMITTEE

In terms of the provisions of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is not required to constitute the Risk Management Committee. However, the Audit Committee and the Board of Directors of the Company, identify, evaluate and mitigate the risks associated with the Company from time to time.

(G) SENIOR MANAGEMENT

The particulars of Senior Management including the changes therein since

the close of the previous financial year are as follows:

1. Shri Sachin Shivprasad Gattani - Chief Operating Officer
2. Shri Bipin Kumar Bohra - Chief Financial Officer
3. Shri Pankaj Mudgal - Chief Marketing Officer
4. Shri Manoj Kumar Paharia - Chief Commercial Officer
5. Shri Alok Behari Mathur - Vice President (Technical)
6. Shri Bimal Kumar Choudhary - Senior General Manager - Comm. & Admin
7. Shri Anil Kumar Sharma - Company Secretary (With effect from 29th May, 2023)

6. GENERAL BODY MEETINGS

Annual General Meeting

Details of Annual General Meetings ('AGM') of the Company held during the preceding three (3) years are as follows:

| Financial Year | Day, Date and Time | Location/Venue | Details of Special Resolution Passed |
|----------------|---|--|--|
| 2020-21 | Wednesday, 8 th September, 2021 at 11.00 A.M. | Through Video Conferencing/Other Audio Visual Means at Registered Office | <ol style="list-style-type: none"> 1. For payment of overall remuneration as 15% of net profit, over and above an additional remuneration to Shri R.K. Sureka (DIN: 00058043) Director & CEO of the Company during the financial year 2021-22. 2. For payment of additional remuneration to Shri R.K. Sureka (DIN: 00058043) as a reward. 3. For re-appointment of Shri M. Mahadevan (DIN: 00786991) as an Independent Director for a further period of five years (second term). 4. For approval of remuneration to Shri Gaurav Goenka (DIN: 00375811) for the remaining period of his appointment from 01.04.2021 to 31.03.2022 and re-appointment as Joint Managing Director from 01.04.2022 to 30.09.2024. |
| 2021-22 | Thursday, 29 th September, 2022 at 11.00 A.M. | Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022 | <ol style="list-style-type: none"> 1. Power to Borrow money. 2. Power to create charges on the movable and immovable properties of the Company both present and future, in respect of borrowings. |
| 2022-23 | Wednesday, 27 th September, 2023 at 11.00 A.M. | Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur - 302022 | <ol style="list-style-type: none"> 1. To approve the appointment of Shri Gajendra Kumar Bhandari (DIN: 00649176), as an Independent Director of the Company. 2. To approve the appointment of Shri R. Mohan (DIN: 01492721) as an Independent Director of the Company. 3. To adopt the new set of Articles of Association of the Company. |



Extraordinary General Meeting

No Extraordinary General Meeting was held during the financial year 2023-24 except the Annual General Meeting.

Postal Ballot

No special resolution was passed through Postal Ballot during the financial year 2023-24 and no special resolution is proposed to be conducted through Postal Ballot.

7. MEANS OF COMMUNICATION

The Company recognizes communication as a key element to the overall Corporate Governance framework and therefore, emphasizes prompt, continuous, efficient and relevant communication to all external constituencies.

a) Financial Results

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the quarterly, half-yearly and yearly financial results are published in widely circulating national and local daily newspapers such as the Financial Express/Business Standard (English) and Nafa Nuksan (Hindi). The Company's financial results are displayed on the Company's website at www.poddarpigmentsltd.com and the website also displays other statutory and business related information.

b) Annual Reports

Pursuant to the Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report for FY 2023-24 including the Notice of Annual General Meeting is being

sent through e-mails to all those shareholders whose e-mail IDs are registered with the Company/Registrar and Share Transfer Agent/ Depository Participants.

c) Stock Exchange Intimations

All unpublished price-sensitive information and matters that are material for the shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are disseminated on the Stock Exchanges by filing them with the National Stock Exchange of India Limited ('NSE') through NEAPS/NSE digital portal and with BSE Limited ('BSE') through BSE Listing Centre.

d) Reminder Letters to Shareholders for Unclaimed Shares/ Dividends

Pursuant to the provisions of the Companies Act, 2013 read with the Rules made thereunder, the Company sends reminder letters to those shareholders whose unclaimed dividends/shares are liable to be transferred to the Investors Education and Protection Fund Authority.

e) Website

The Company has a dedicated section on its website i.e. www.poddarpigmentsltd.com as 'Investor Relations' which encompasses all the information for the investors like financial results, Policies and Codes, Stock Exchange submissions, Annual Reports, etc.

8. GENERAL SHAREHOLDERS INFORMATION

| | | | | |
|-----------|--|--|--|--|
| A) | Annual General Meeting | Monday, 23 rd September, 2024 at 11.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) | | |
| B) | Financial year | Financial Year : 1 st April, 2024 to 31 st March, 2025 Tentative Schedule of Financial Reporting for 2024-2025 is as follows: | | |
| | | Quarter No. | Particulars | Time period |
| | | I | Results for the quarter ended on 30 th June, 2024 | Within 45 days from the end of the quarter |
| | | II | Results for the quarter and half year ended on 30 th September, 2024 | |
| | | III | Results for the quarter and nine months ended on 31 st December, 2024 | |
| IV | Results for the quarter and financial year ended on 31 st March, 2025 | Within 60 days from the end of the financial year | | |
| C) | Date of Book Closure | The Register of Members and Share Transfer Books of the Company will remain closed from 17 th September, 2024 to 23 rd September, 2024 (Both days inclusive) for Final Dividend and Annual General Meeting of the Company. | | |
| D) | Dividend and its Payment | Dividend will be paid to the eligible shareholders within 30 days from the date of declaration of Dividend. | | |

E) Listing of Shares on Stock Exchanges and Stock Code

| S. No. | Name and Address of the Stock Exchange | Stock Code |
|--------|---|------------|
| 1 | BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | 524570 |
| 2 | National Stock Exchange of India Limited (NSE) Exchange Plaza, Block G, C/1, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 | PODDARMENT |

Demat ISIN Number for NSDL and CDSL: INE371C01013

The Annual listing fee for the financial year 2023-24 and 2024-25 has been paid to the BSE Ltd. and National Stock Exchange of India Limited.



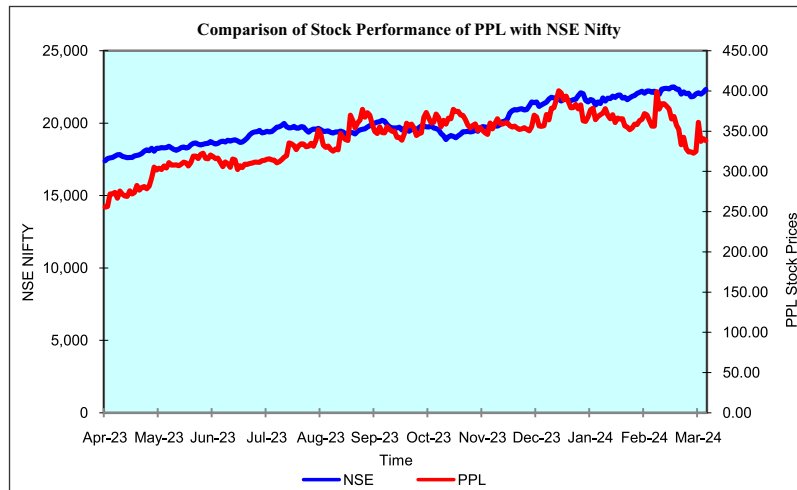
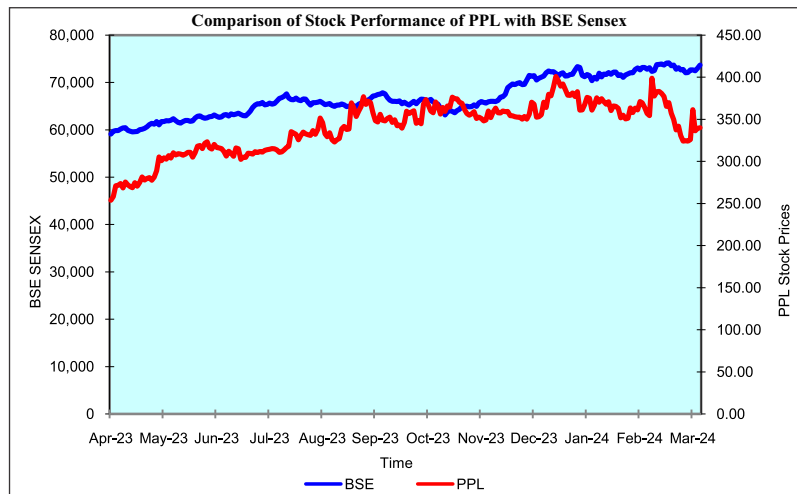
F) Listing of Debt Instruments on Stock Exchanges and Codes: N.A.

G) Market Price Data: High and Low for the period from 1st April, 2023 to 31st March, 2024

| Month | BSE* | | | NSE* | | |
|-----------------|------------|-----------|----------------------|------------|-----------|----------------------|
| | High (Rs.) | Low (Rs.) | No. of Shares Traded | High (Rs.) | Low (Rs.) | No. of Shares Traded |
| April, 2023 | 285.50 | 252.00 | 20,517 | 285.95 | 250.70 | 75,339 |
| May, 2023 | 331.80 | 274.00 | 66,939 | 332.00 | 273.00 | 4,12,007 |
| June, 2023 | 327.40 | 301.10 | 32,287 | 327.70 | 299.95 | 1,52,793 |
| July, 2023 | 365.00 | 306.00 | 52,101 | 340.35 | 306.15 | 2,73,988 |
| August, 2023 | 380.35 | 320.25 | 67,670 | 380.00 | 323.00 | 3,10,504 |
| September, 2023 | 390.00 | 334.95 | 33,041 | 390.20 | 336.10 | 1,96,109 |
| October, 2023 | 384.85 | 336.45 | 30,511 | 382.90 | 337.55 | 1,57,933 |
| November, 2023 | 396.95 | 333.00 | 34,889 | 397.00 | 342.70 | 1,59,906 |
| December, 2023 | 384.95 | 345.95 | 24,807 | 385.00 | 348.15 | 1,82,627 |
| January, 2024 | 405.50 | 325.05 | 25,848 | 407.95 | 358.40 | 2,02,479 |
| February, 2024 | 407.95 | 342.10 | 40,287 | 409.00 | 342.00 | 6,45,340 |
| March, 2024 | 396.90 | 322.00 | 46,688 | 396.00 | 320.40 | 4,06,503 |

*Source: Official website of BSE and NSE

H) Share Price Performance in comparison to Broad Based Indices





D) Registrar and Share Transfer Agent

The Shareholders of the Company may address all their communication relating to transfer, transmission, refund order, dividend and National Electronic Clearing System (NECS), dematerialisation, etc. to the Company's Registrar and Share Transfer agent i.e. Link Intime India Private Limited at the address as given below and may also write to the Company.

Link Intime India Private Limited

Unit : Poddar Pigments Limited

C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400083

Tel. No. : 022 49186000

Fax : 022 49186060

Email : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

J) Share Transfer System

All the Company's shares are held in dematerialised form, except for 3,69,114 shares that were in physical form as of 31st March, 2024. As per

Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can only be transferred in demat form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. The Stakeholders Relationship Committee is authorised to approve the cases for transmission or transposition of shares in the physical form, if any received as per the time limits and procedure specified in Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Securities and Exchange Board of India vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated Companies to issue its securities in demat form only while processing various service requests such as the issue of duplicate share certificates, sub-division, consolidation, transmission, transposition, etc. Therefore, shareholders who are holding shares in physical form are hereby requested to convert their holdings into demat form to avail of various benefits of dematerialisation.

K) Distribution of Shareholding as of 31st March, 2024

| No. of Equity Shares | No. of Shareholders | Percentage of Shareholders | No. of Shares | Percentage of Shareholding |
|----------------------|---------------------|----------------------------|--------------------|----------------------------|
| 1-500 | 9,866 | 94.16 | 10,20,532 | 9.62 |
| 501-1000 | 327 | 3.12 | 2,62,126 | 2.47 |
| 1001-2000 | 122 | 1.16 | 1,89,838 | 1.79 |
| 2001-3000 | 62 | 0.59 | 1,56,235 | 1.47 |
| 3001-4000 | 31 | 0.30 | 1,10,959 | 1.05 |
| 4001-5000 | 12 | 0.12 | 55,010 | 0.52 |
| 5001-10000 | 16 | 0.15 | 1,09,561 | 1.03 |
| 10001 & above | 42 | 0.40 | 87,05,739 | 82.05 |
| Total | 10,478 | 100.00 | 1,06,10,000 | 100.00 |

L) Categories of Shareholding as of 31st March, 2024

| Category | No. of Equity Shares | Percentage of Shareholding |
|---|----------------------|----------------------------|
| Domestic Companies (Promoters) | 45,02,892 | 42.44 |
| Resident Individuals (Promoters) | 21,20,766 | 19.99 |
| Resident Individuals (other than Promoters) | 29,46,057 | 27.76 |
| Domestic Companies (other than Promoters) | 3,02,176 | 2.85 |
| Non Resident Indians | 46,456 | 0.44 |
| Mutual Funds/FIs | 25,800 | 0.24 |
| Foreign Portfolio Investors (Corporate) | 21,000 | 0.20 |
| Investor Education and Protection Fund | 4,17,981 | 3.94 |
| Others (HUF, LLP, Clearing Members) | 2,26,872 | 2.14 |
| Total | 1,06,10,000 | 100.00 |

M) Dematerialization of Shares and Liquidity

The shareholders have the option to hold their shares in demat form either through the National Securities Depository Limited ("NSDL") or the Central Depository Services (India) Limited ("CDSL"). The ISIN Number of the Company is INE371C01013. As of 31st March, 2024, shares representing 96.52 percentage of the total paid up equity share capital of the Company are held in dematerialized form with NSDL and CDSL. The Company's shares are actively traded on the Stock Exchanges.

N) Outstanding GDR/ADR/Warrants or any Convertible Instruments, Conversion date and likely impact on equity

The Company has not issued GDRs, ADRs, Warrants or any other Convertible Instruments and as such, there is no impact on the equity share capital of the Company.

O) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The cost of raw materials forms a large portion of the Company's



operating expenses. The Company monitors the price of key commodities closely and formulates procurement strategies based on actual price movements and trends as well as the external regulatory environment. The Company has an adequate governance structure to align and review procurement strategies in line with external and internal dynamics. Further, the Company does not trade in any commodity and accordingly, no hedging activities for the commodity is carried out. Therefore, there is no disclosure in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November, 2018.

The Company has an adequate risk assessment and minimisation system in place for foreign exchange risks and activities. The foreign exchange risk is managed through the internal strategy of the Company, which is reviewed periodically.

P) Plant Locations

The manufacturing activities are being carried out from the following plants:

1. Sitapura Plant

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

2. Chaksu Plant

Greater Sitapura Industrial Park, National Highway 12 (Jaipur-Tonk Road), Village - Brijpura (Chaksu), Jaipur - 303901, Rajasthan

Q) Address for Correspondence

The Company has engaged Link Intime India Private Limited, a SEBI registered body as its Registrar and Share Transfer Agent (RTA) for processing transfers, transmissions, sub-divisions, name deletion, consolidation, etc. Shareholders/Beneficial owners are requested to correspond with the Company or Company's RTA for any query, request, information or clarification about shares and are further advised to quote their folio number, DP & Client ID number as the case may be, in all correspondence with the RTA. Additionally, shareholders may correspond with the Company at the following addresses:

Registered Office:

E-10-11 & F-14 to 16, RIICO Industrial Area,
Sitapura, Jaipur - 302022, Rajasthan
Phone: 0141- 2770202/03
Email: com.sec@poddarpigmentsltd.com

R) Credit Rating

The Company's Bank facilities are rated by CRISIL Limited. They have re-affirmed the rating i.e. CRISIL A/Stable for Long Term Bank Loan and CRISIL A1 for Short Term Bank Loan facilities of the Company, which indicates a very strong/high degree of safety regarding timely payment of financial obligations.

9. DISCLOSURES

A) Disclosures on materially significant related party transactions having potential conflict with the interests of the Company at large

During the financial year ended 31st March, 2024, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large. All contracts, arrangements and transactions entered by the Company with related parties during the financial year 2023-24 were in the ordinary course of business and on an arm's length basis. Prior omnibus approval of the Audit Committee is obtained for related party transactions that are repetitive in nature. All related party transactions are placed before the

Audit Committee every quarter for its review.

In line with the applicable statutory requirements, the Company has formulated a Policy on Related Party Transactions, which is also available on the Company's website at <https://api.poddarpigmentsltd.com/investorRelation/1724414847537.pdf>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and the related parties.

B) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities, on any matter related to capital markets during the last three years

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets and accordingly, no penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority during the last three years.

C) Vigil Mechanism/Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee

In compliance with the provisions of Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has adopted a Vigil Mechanism/Whistle Blower Policy to provide a formal mechanism for Directors, employees and other stakeholders to report their genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics, either in writing or by email to the Chairperson of the Audit Committee.

The Audit Committee of the Company shall oversee the Vigil Mechanism/Whistle Blower Policy, which provides adequate safeguards against the victimization of Directors, employees and other stakeholders who avail such vigil mechanism. During the year, no personnel was denied access to the Chairperson of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company and can be accessed at <https://api.poddarpigmentsltd.com/investorRelation/1692784388180.pdf>.

D) Details of Compliance with mandatory requirements and adoption of the non mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with the mandatory requirements of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

E) Web-Link of Policy for Determining Material Subsidiary

The Company has no subsidiary and hence there is no need to frame any policy for determining a "material" subsidiary.

F) Details of the utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations

During the financial year 2023-24, the Company has not raised any funds through preferential allotment or qualified institution placement.

G) Certificate from Company Secretary in Practice regarding Non-disqualification of Directors from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received a certificate from M/s. Pinchaa & Co., Company



Secretaries. The certificate confirms that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other Statutory Authority. This certificate is annexed herewith and forms part of this Annual Report.

H) Acceptance of the recommendations of any Committee of the Board, which is mandatorily required, in the relevant financial year

All the recommendations of the Committees of the Board, which were mandatorily required during the financial year under review, were accepted by the Board of Directors.

I) Details of payment to Statutory Auditors

The details of the total fees paid to M/s. K.N. Gutgutia & Co., Chartered Accountants, Statutory Auditors of the Company during the financial year ended 31st March, 2024 is as given below:

| S.No. | Particulars of fees paid | Amount (Rs. in Lakhs) |
|-------|-----------------------------|-----------------------|
| 1 | Statutory Audit Fee | 3.60 |
| 2 | Tax Audit Fee | 1.20 |
| 3 | Other Certification Charges | 1.50 |
| 4 | Reimbursements | 0.40 |
| | Total | 6.70 |

J) Disclosure concerning the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The details of the complaints on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as under:-

| | |
|--|-----|
| Number of complaints filed during the financial year | Nil |
| Number of complaints disposed of during the financial year | Nil |
| Number of complaints pending as of the end of the financial year | Nil |

K) Loans and advances like loans to firms/Companies in which directors have interest by name and amount

During the financial year 2023-24, the Company has not extended any loans or advances like loans to any firms/Companies in which the Directors are interested.

L) Disclosure of Non-Compliance with any requirement of the Corporate Governance Report with reasons

The Company has complied with all the applicable requirements of the Corporate Governance Report as specified in sub-para (2) to (10) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

M) Demat Suspense Account/Unclaimed Suspense Account

The Company has not transferred any shares to Demat Suspense Account/Unclaimed Suspense Account, during the financial year 2023-24.

N) Disclosure of certain types of Agreements binding the Company

There are no agreements entered into by the shareholders, promoters, promoter group entities, related parties, Directors, Key Managerial Personnel, employees of the Company or of its holding Company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose

purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

O) Securities suspended from trading

The securities of the Company were not suspended from trading at any time during the financial year 2023-24.

P) Details of material subsidiaries of the Company including the date and place of incorporation and the name and date of appointment of the Statutory Auditors of such Subsidiaries

The Company does not have any subsidiary and therefore, the said disclosure does not apply to the Company.

10. DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II

A) The Board

The Company does not have a Chairperson and therefore, the said disclosure does not apply to the Company.

B) Shareholders' Rights - Half Yearly Results

The Company's quarterly/half-yearly and yearly results are published in an English Newspaper having wide circulation and in a Hindi Newspaper having circulation in Jaipur. The financial results are not sent separately to the shareholders of the Company. However, the financial results are available on the website of the Company at www.poddarpigmentsltd.com, BSE Limited and National Stock Exchange of India Ltd.

C) Modified opinion(s) in the Audit Report

The Auditor's Report of the Company for the financial year ended 31st March, 2024, does not contain any qualification.

D) Separate positions of the Chairman and the CEO/Managing Director

The Company has one Managing Director and one Joint Managing Director and does not have any separate position of the Chairperson. Therefore, the said disclosure does not apply to the Company.

E) Reporting of Internal Auditors

The Internal Auditors of the Company report to the Audit Committee and make detailed reports at quarterly Audit Committee meetings.

11. COMPLIANCE WITH CORPORATE GOVERNANCE

The Company has complied with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Regulation 17 to 27 and Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has obtained a Certificate on compliance with the conditions of Corporate Governance from the Statutory Auditors of the Company as per the provisions of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Certificate is annexed to this report and the same will be forwarded to the Stock Exchanges along with the Annual Report of the Company.

For and on behalf of the Board of Directors

Mahima P. Agarwal
Director
(DIN: 03588809)

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place : Chennai
Date : 8th August, 2024



DECLARATION REGARDING COMPLIANCE BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm and declare that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company laid down for the financial year ended 31st March, 2024

For Poddar Pigments Limited

Gaurav Goenka
Joint Managing Director
(DIN: 00375811)

Place : Chennai
Date : 19th May, 2024

JOINT MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATE

To,
The Board of Directors,
Poddar Pigments Limited,
Jaipur

We, to the best of our knowledge and belief, certify that:-

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Poddar Pigments Limited

Bipin Kumar Bohra **Gaurav Goenka**
Chief Financial Officer Joint Managing Director
(DIN: 00375811)

Place : Chennai
Date : 19th May, 2024



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Poddar Pigments Limited
E-10-11, F-14-16, RIICO Industrial Area,
Sitapura, Jaipur, 302022

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Poddar Pigments Limited** having CIN L24117RJ1991PLC006307 and having registered office at E-10-11, F-14-16 RIICO Industrial Area, Sitapura, Jaipur, 302022 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations, representations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

| S. No. | Name of Director | DIN | Date of appointment in the Company |
|--------|------------------------------|----------|------------------------------------|
| 1. | Mr. Shiv Shankar Poddar | 00058025 | 28/02/1994 |
| 2. | Mr. Gaurav Goenka | 00375811 | 28/05/2016 |
| 3. | Mr. Mahadevan | 00786991 | 17/06/2016 |
| 4. | Mrs. Mahima Poddar Agarwal | 03588809 | 25/07/2011 |
| 5. | Mr. Manoj Kumar Sonthalia* | 00021297 | 23/08/2014 |
| 6. | Mrs. Lalitha Kumaramangalam* | 08259526 | 21/09/2019 |
| 7. | Mr. Nagarajan Gopaldaswamy* | 00017659 | 23/08/2014 |
| 8. | Mr. Gajendra Kumar Bhandari | 00649176 | 01/10/2023 |
| 9. | Mr. Ramaseshan Mohan | 01492721 | 01/10/2023 |

**Note: Mr. Manoj Kumar Sonthalia (DIN: 00021297), Mrs. Lalitha Kumaramangalam (DIN: 08259526) and Mr. Nagarajan Gopaldaswamy (DIN: 00017659) ceased to be the Independent directors of the Company w.e.f. closure of business hours on 31st March, 2024.*

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pinchaa & Co.
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M.No. FCS 11285
C. P. No. 16300

Dated: 19.05.2024
Place : Jaipur
UDIN: F011285F000400091



INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Poddar Pigments Limited

1. We, **K.N. Gutgutia & Co., Chartered Accountants**, the Statutory Auditors of **Poddar Pigments Limited** (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Management's Responsibility

2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI) and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which required that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control of Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended 31st March, 2024.
7. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR K.N. GUTGUTIA & CO.,
CHARTERED ACCOUNTANTS
FRN 304153E

(B.R. GOYAL)
PARTNER
M. NO. 12172

UDIN: 24012172BKAANH8822

PLACE OF SIGNATURE : CHENNAI

DATE : 08.08.2024



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PODDAR PIGMENTS LIMITED

I. REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

1. Opinion

- A. We have audited the accompanying Financial Statements of **Poddar Pigments Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as “the Financial Statements”).
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matter which is required to be described as key audit matter to be communicated in our report.

4. Information Other than the Financial Statements and Auditor's Report Thereon

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements

and our auditor's report thereon. Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. Management's Responsibility for the Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's with reference to financial statements process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be



expected to influence the economic decisions of users taken on the basis of these Financial Statements.

- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may

reasonably be thought to bear on our independence, and where applicable, related safeguards.

- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - D. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended.
 - E. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.
 - ii) The Company has made provision, as required under the



applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement.
- v) The dividend declared or paid during the year by the company is in compliance with section 123 of the Act.
- vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during our audit we did not come across any instance of audit trail feature being tampered with.
2. As required by the Companies (Auditor's Report) Order, 2020 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For K.N. Gutgutia & Co.,
Chartered Accountants
FRN 304153E

(B.R. Goyal)
Partner

M. No. 12172
UDIN: 24012172BJZZCF3261

Place of Signature : Chennai
Date : 19th May, 2024

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PODDAR PIGMENTS LIMITED

(Referred to in paragraph (II 1F) under 'Report on other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls with reference to financial statements of **Poddar Pigments Limited** (“the Company”) as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (‘ICAI’). These

responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance



Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the financial statements.

Meaning of Internal Financial Controls with reference to the financial statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in

reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as of March 31, 2024, based on the internal financial controls with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR K.N. GUTGUTIA & CO.,
CHARTERED ACCOUNTANTS
FRN 304153E

(B.R. GOYAL)
PARTNER
M. NO. 12172

UDIN: 24012172BJZZCF3261

Place of Signature : Chennai

Date : 19th May, 2024

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure "B" referred to in paragraph (II) 2 of our report of even date to the members of Poddar Pigments Limited on the Financial Statements for the year ended 31st March, 2024.

- (i) (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
- B. The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) As explained to us, physical verification of property, plant and equipment has been carried out by the Company and no material discrepancies were noticed on such verification. There is structured programme for verification to cover the entire assets over a period of 3 years. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- (c) Title deeds of immovable properties of the company are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets during the year.



- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, paragraph of 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanation given to us, the company has no Investment, Loans and guarantees or security which required compliance of provisions of section 185 and 186 of the Companies Act, 2013, and hence paragraph of 3 (iv) of the Order is not applicable to the Company.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year and hence paragraph 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records of the Company under clause (d) of Sub Section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been maintained. We are, however, not required to and have not carried out any detailed examination of such accounts and records with a view to determining whether they are accurate or complete.
- (vii) (a) According to the records examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, Goods & Service tax, duty of custom, cess and other statutory dues wherever applicable.
- (b) According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they became payable.
- (c) According to the records of the company, the details of dues in respect of Goods and Service tax which have not been deposited on account of disputes and forum where the disputes pending are as under:

| SI. No. | Name of the statute | Nature of the Dues | Amount (Rs. In Lakhs) | Period to which the amount related | Forum where disputes is pending |
|---------|---------------------------------|------------------------|-----------------------|------------------------------------|---------------------------------|
| 1. | Goods and Service Tax Act, 2017 | Wrong availment of ITC | 17.57 | FY 2018-19 | Appellate Authority |

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks during the year. The Company has not taken any loans or borrowings from financial institutions and Government.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not obtained term loans during the year. Accordingly, clause 3(ix)(c) is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under Companies Act, 2013) during the year ended 31 March, 2024. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company does not have subsidiaries, joint ventures or associate companies (as defined under the Act). Accordingly, clause 3(ix)(f) is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.



- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143 (12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) As explained to us and as per the records of the company, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standard.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) During the year, the Company has not entered into any non-cash transaction with Director or person connected with him covered within the meaning of Section 192 of the Act, Hence paragraph 3 (xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanation given to us by the management, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable/paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to information and explanation given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any projects. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For K.N. Gutgutia & Co.,
Chartered Accountants
FRN 304153E

(B.R. Goyal)
Partner
M. No. 12172
UDIN: 24012172BJZZCF3261

Place : Chennai
Date : 19th May, 2024



Balance Sheet as at 31st March, 2024

(Rs. in Lakhs)

| Particulars | Notes No. | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|-----------|------------------------------------|------------------------------------|
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Property, Plant and Equipment | 2 | 12,077.84 | 10,127.92 |
| Capital Work in Progress | 2 | 6.55 | - |
| Intangible Assets | 3 | 12.20 | 21.42 |
| Financial Assets | | | |
| Investments | 4 | 8,885.00 | 6,010.16 |
| Other Financial Assets | 5 | 104.30 | 102.21 |
| Other Non - Current Assets | 6 | 112.15 | 138.91 |
| Total Non Current Assets | | 21,198.04 | 16,400.62 |
| CURRENT ASSETS | | | |
| Inventories | 7 | 5,731.58 | 6,240.99 |
| Financial Assets | | | |
| Investments | 8 | 1,086.12 | 1,012.40 |
| Trade receivables | 9 | 6,785.25 | 5,335.17 |
| Cash and cash equivalent | 10 | 639.91 | 947.12 |
| Other Bank Balances | 11 | 2,528.58 | 2,538.36 |
| Other Financial Assets | 12 | 178.87 | 140.44 |
| Current Tax Assets (Net) | 13 | 57.57 | 48.40 |
| Other Current Assets | 14 | 642.93 | 497.29 |
| Total Current Assets | | 17,650.81 | 16,760.17 |
| Total Assets | | 38,848.85 | 33,160.79 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity Share Capital | 15 | 1,061.00 | 1,061.00 |
| Other Equity | 16 | 33,778.77 | 28,309.65 |
| Total Equity | | 34,839.77 | 29,370.65 |
| NON-CURRENT LIABILITIES | | | |
| Deferred Tax Liabilities (net) | 17 | 1,214.72 | 593.62 |
| Total Non Current Liabilities | | 1,214.72 | 593.62 |
| CURRENT LIABILITIES | | | |
| Financial Liabilities | | | |
| Trade payables | 18 | | |
| Total Outstanding Dues of Micro Enterprises & Small Enterprises | | 247.95 | 189.25 |
| Total Outstanding Dues of Creditors Other than Micro Enterprises & Small Enterprises | | 1,652.42 | 1,934.91 |
| Other-Financial Liabilities | 19 | 699.74 | 860.14 |
| Other Current Liabilities | 20 | 194.25 | 212.22 |
| Total Current Liabilities | | 2,794.36 | 3,196.52 |
| Total Equity and Liabilities | | 38,848.85 | 33,160.79 |

Company overview, basis of preparation & material accounting policies & the accompanying notes (Notes No. 1 to 40) are integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For K.N. Gutgutia & Company

Chartered Accountants
ICAI'S FRN 304153E

Anil Kumar Sharma
Company Secretary

Gaurav Goenka
Joint Managing Director
DIN: 00375811

B.R. Goyal

Partner
Membership No. 12172

B.K. Bohra
Chief Financial Officer

S.S. Poddar
Managing Director
DIN: 00058025

Place : Chennai

Date : 19th May, 2024



Statement of Profit and Loss for the year ended 31st March, 2024

(Rs. in Lakhs)

| Particulars | Notes No. | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
|---|-----------|---|---|
| INCOME | | | |
| Revenue from operations (Gross) | 21 | 42,356.24 | 38,679.54 |
| Less- GST | | (5,455.58) | (4,612.08) |
| Revenue from Operations (Net) | | 36,900.66 | 34,067.46 |
| Other income | 22 | 650.95 | 558.59 |
| Total Revenue | | 37,551.61 | 34,626.05 |
| EXPENSES | | | |
| Cost of materials consumed | 23 | 25,277.18 | 23,768.48 |
| Changes in inventories of finished good & work-in-progress | 24 | 162.78 | (181.01) |
| Employee benefits expense | 25 | 3,310.42 | 3,112.24 |
| Finance costs | 26 | 24.73 | 27.29 |
| Depreciation and amortization expense | 2 | 672.16 | 619.84 |
| Other expenses | 27 | 4,218.26 | 3,589.99 |
| Total expenses | | 33,665.53 | 30,936.83 |
| Profit/(loss) before tax | | 3,886.08 | 3,689.22 |
| Tax expense | | | |
| (1) Current tax | | 655.36 | 818.33 |
| (2) Deferred tax | | 348.82 | 126.68 |
| (3) Adjustment of tax relating to earlier periods | | - | 10.16 |
| Total Tax Expenses | | 1,004.18 | 955.17 |
| Profit for the year | | 2,881.90 | 2,734.05 |
| Other Comprehensive Income | | | |
| Items that will not be reclassified to profit & loss | | | |
| a) Remeasurement of defined benefit obligations | | (15.50) | (10.96) |
| Income tax relating to these items | | 3.90 | 2.76 |
| b) Change in fair value of investment in equities carried at fair value through OCI | | 2,875.00 | (4,985.00) |
| Income tax relating to these items | | (276.18) | 517.56 |
| Other Comprehensive Income for the year, net of tax | | 2,587.22 | (4,475.64) |
| Total Comprehensive Income for the year | | 5,469.12 | (1,741.59) |
| Earnings per share | | | |
| Basic (Rs.) | | 27.16 | 25.77 |
| Diluted (Rs.) | | 27.16 | 25.77 |

Company overview, basis of preparation & material accounting policies & the accompanying notes (Notes No. 1 to 40) are integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For K.N. Gutgutia & Company

Chartered Accountants
ICAI'S FRN 304153E

Anil Kumar Sharma
Company Secretary

Gaurav Goenka
Joint Managing Director
DIN: 00375811

B.R. Goyal

Partner
Membership No. 12172

B.K. Bohra
Chief Financial Officer

S.S. Poddar
Managing Director
DIN: 00058025

Place : Chennai

Date : 19th May, 2024



Statement of Cash Flow for the year ended 31st March, 2024

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|---------------------------------------|---------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit Before Tax as per Statement of Profit and Loss | 3,886.08 | 3,689.22 |
| Adjustments for: | | |
| Depreciation and impairment of property, plant and equipment | 672.16 | 619.84 |
| Actuarial (loss)/gains on defined benefit obligations | (15.50) | (10.96) |
| Net (Gain)/Loss on disposal of property, plant and equipment | (0.69) | (1.97) |
| Unrealized (Gain)/Loss on Exchange-Net | (40.77) | (34.64) |
| Net (Gain)/Loss on sale of Investments | (6.83) | (0.97) |
| Interest income | (171.48) | (17.12) |
| Finance costs | 24.73 | 27.29 |
| (Gain)/Loss on fair valuation of investment through FVTPL | (73.72) | (45.18) |
| Liabilities written back | (100.52) | (34.44) |
| Cash generated from operations before working capital changes | 4,173.46 | 4,191.07 |
| Working capital adjustments: | | |
| (Increase)/decrease in trade receivables | (1,413.16) | (81.24) |
| (Increase)/decrease in non current financial assets | (2.09) | (10.35) |
| (Increase)/decrease in current financial assets bank balance other than cash & cash equivalent | 9.78 | (2,426.96) |
| (Increase)/decrease in non current assets | (5.34) | (3.66) |
| (Increase)/decrease in other current financial assets | (38.43) | (106.83) |
| (Increase)/decrease in other current assets | (145.64) | 66.68 |
| (Increase)/decrease in inventory | 509.41 | 6.45 |
| Increase/(decrease) in other current financial liabilities | (59.89) | 55.08 |
| Increase/(decrease) in other current liabilities | (17.97) | 22.52 |
| Increase/(decrease) in trade payables | (219.94) | 640.86 |
| Cash generated from operations | 2,790.19 | 2,353.62 |
| Income tax paid | 664.53 | 799.04 |
| Net cash flows from operating activities (A) | 2,125.66 | 1,554.58 |
| B. CASH FLOW FROM INVESTING ACTIVITY | | |
| Proceeds from sale of property, plant and equipment | 36.92 | 84.76 |
| Purchase of property, plant and equipment | (2,623.53) | (403.72) |
| (Purchase)/Sale of current investment | 6.83 | 254.44 |
| Interest received | 171.48 | 17.12 |
| (Purchase)/Sale of non-current investments | 0.16 | - |
| Net cash flows used in investing activities (B) | (2,408.14) | (47.40) |
| C. CASH FLOW FROM FINANCING ACTIVITY | | |
| Interest Paid | (24.73) | (27.29) |
| Dividends paid to equity holders | - | (636.62) |
| Net cash flows from/(used in) financing activities (C) | (24.73) | (663.91) |
| Net increase in cash and cash equivalents(A+B+C) | (307.21) | 843.27 |
| Cash and cash equivalents at the beginning of the year | 947.12 | 103.85 |
| Cash and cash equivalents at the year end | 639.91 | 947.12 |

Notes:

- (i) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.
- (ii) Cash and cash equivalent includes:
- | | | |
|--|---------------|---------------|
| In Current Account including cash in hand | 412.27 | 431.43 |
| In EEFC Account | 227.64 | 515.69 |
| Cash and cash equivalents at year end | 639.91 | 947.12 |
- (iii) Previous year figures have been regrouped / rearranged to make them comparable, wherever considered necessary, with those of the current year.

As per our report of even date

For K.N. Gutgutia & Company

Chartered Accountants
ICAI'S FRN 304153E

B.R. Goyal

Partner
Membership No. 12172

Place : Chennai

Date : 19th May, 2024

Anil Kumar Sharma
Company Secretary

B.K. Bohra
Chief Financial Officer

For and on behalf of the Board of Directors

Gaurav Goenka
Joint Managing Director
DIN: 00375811

S.S. Poddar
Managing Director
DIN: 00058025



STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital

For the year ended 31st March, 2024

(Rs. in Lakhs)

| Balance as at 1 st April, 2023 | Changes in equity share capital during the year | Balance as at 31 st March, 2024 |
|---|---|--|
| 1,061.00 | - | 1,061.00 |

For the year ended 31st March, 2023

(Rs. in Lakhs)

| Balance as at 1 st April, 2022 | Changes in equity share capital during the year | Balance as at 31 st March, 2023 |
|---|---|--|
| 1,061.00 | - | 1,061.00 |

B. Other Equity

For the year ended 31st March, 2024

(Rs. in Lakhs)

| Particulars | Reserve and surplus | | | Remeasurement of Defined Benefit Plan | Equity Instruments through OCI | Total |
|---|----------------------------|------------------|-------------------|---------------------------------------|--------------------------------|------------------|
| | Capital Redemption Reserve | General Reserve | Retained Earnings | | | |
| Balance at the beginning of the 1 st April, 2023 | 159.00 | 22,917.60 | 662.43 | - | 4,570.62 | 28,309.65 |
| Profit for the period | - | - | 2,881.90 | - | - | 2,881.90 |
| Other comprehensive income | - | - | - | (11.60) | 2,598.82 | 2,587.22 |
| Total Comprehensive Income for the Year | 159.00 | 22,917.60 | 3,544.33 | (11.60) | 7,169.44 | 33,778.77 |
| Transferred to retained earnings | - | - | (11.60) | 11.60 | - | - |
| Transferred to General Reserve | - | 2,864.70 | (2,864.70) | - | - | - |
| Balance as at 31st March, 2024 | 159.00 | 25,782.30 | 668.03 | - | 7,169.44 | 33,778.77 |

For the year ended 31st March, 2023

(Rs. in Lakhs)

| Particulars | Reserve and surplus | | | Remeasurement of Defined Benefit Plan | Equity Instruments through OCI | Total |
|---|----------------------------|------------------|-------------------|---------------------------------------|--------------------------------|------------------|
| | Capital Redemption Reserve | General Reserve | Retained Earnings | | | |
| Balance at the beginning of the 1 st April, 2022 | 159.00 | 20,795.60 | 695.20 | - | 9,038.06 | 30,687.86 |
| Profit for the period | - | - | 2,734.05 | - | - | 2,734.05 |
| Other comprehensive income | - | - | - | (8.20) | (4,467.44) | (4,475.64) |
| Total Comprehensive Income for the Year | 159.00 | 20,795.60 | 3,429.25 | (8.20) | 4,570.62 | 28,946.27 |
| Intrem dividend | - | - | (371.35) | - | - | (371.35) |
| Final dividend | - | - | (265.27) | - | - | (265.27) |
| Transferred to retained earnings | - | - | (8.20) | 8.20 | - | - |
| Transferred to General Reserve | - | 2,122.00 | (2,122.00) | - | - | - |
| Balance as at 31st March, 2023 | 159.00 | 22,917.60 | 662.43 | - | 4,570.62 | 28,309.65 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 1 : STATEMENT OF MATERIAL ACCOUNTING POLICIES

1 Corporate Information

Poddar Pigments Limited (the Company) is a public limited company domiciled in India, incorporated under the provisions of Companies Act, 1956 and presently being governed by the Companies Act 2013. Its shares are listed on Bombay Stock Exchange and National Stock Exchange of India. The Company is a manufacturer of Color & Additive Master batches for dope dyeing of man-made fibers, various plastic applications. These financial statements have been authorised for issue with a resolution of the Board of Directors on 19th May, 2024

2 Basis of preparation

A Statement of Compliance

Company has adopted Indian accounting Standard (Referred to as "Ind AS") as notified by Companies (Indian Accounting Standards) Rules 2015 (as amended) read with Section 133 of the Companies Act, 2013 with effect from 1st April 2017. For all periods up to and including for the year ended 31st March, 2024, the company's financial statements prepared complying in all material respects with the accounting standards notified under Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The accounting policies are applied consistently to all the periods presented in the financial statements.

B Basis of Measurement

The Financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The standalone financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all amounts are rounded to the nearest lakh (₹ 00,000) and two decimals thereof, except as stated otherwise.

C Use of Estimates

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the same is determined.

D Basis of classification Current and non-current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being

exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

3 Material accounting policies

A Property Plant & Equipment

A.1 Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management. When parts of an item of property, plant and equipment have different useful lives, they are recognized separately. Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress' includes value of Machinery lying at Bonded warehouse as at year end. The company had applied for the one time transition exemption of all considering the cost of the transition date i.e. 1st April, 2016 as the deemed cost under Ind-AS. Hence, regarded thereafter as historical cost.

A.2 Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

A.3 Derecognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

A.4 Depreciation/amortization

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of Property, Plant and Equipment. Leasehold lands are amortized over the lease term unless it is reasonably certain that the Company will obtain ownership by the end of the lease term.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment except leasehold land is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013.

B Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

C Intangible assets and intangible assets under development

C.1 Recognition and measurement

Intangible assets are recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

C.2 Derecognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

C.3 Amortization

Intangible assets having definite life are amortized on straight line method in their useful life.

D Inventories

Inventories are valued 'at lower of cost or net realizable value' except stock of residual products and scrap which are valued at net realizable value. The cost is computed on the weighted average basis. In case of finished goods and stock in process, cost is determined by considering material, labour, related overheads and duties thereon.

E Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and cash on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.

F Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

F.1 Financial assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument."

F.1.1 Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs are attributable to the acquisition or issue of the financial asset, otherwise charged to Statement of Profit & Loss.

F.1.2 Subsequent measurement

Financial assets are subsequently classified and measured at:

- Financial assets at amortised cost
- Financial assets at fair value through profit and loss (FVTPL)
- Financial assets at fair value through other comprehensive income (FVOCI).

a) Trade Receivables

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses wherever applicable. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

b) Debt instruments

i) Measured at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss.

ii) Measured at FVTOCI (Fair Value through OCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

both by collecting contractual cash flows and selling the financial assets, and

(b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii) Measured at FVTPL (Fair value through profit or loss)

Debt instruments does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. The Company elects to classify the debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

e) Equity Instruments:

All investments in equity instruments measured at fair value.

Equity instrument valued at FVTOCI, and all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment as the company transfers cumulative gain or loss within the equity.

Equity instruments if classified as FVTPL category are measured at fair value i.e. at NAV with all changes recognized in the profit and loss.

F.1.3 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the asset.

F.1.4 Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition in Statement of Profit & Loss other than financials assets in FVTPL category.

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide impairment loss. However, If credit risk is increased significantly, lifetime ECL is used.

If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-Month ECL.

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

F.2 Financial liabilities

F.2.1 Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

F.2.2 Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

F.2.3 Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

F.3 Derivative financial instruments

The Company uses forwards to mitigate the risk of changes in exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

Changes in the fair value of hedging instruments and hedged items that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. If the hedging relationship no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortised to Statement of Profit and Loss over the period of maturity.

G Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

H Impairment of Non-Financial Assets

The Company, in accordance with the Indian Accounting Standard (Ind AS) 36 "Impairment of Assets", has adopted the practice of assessing at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, then the company provides for the loss for impairment of Assets after estimating the recoverable amount of the assets.

I Provisions & Contingent Liabilities

(i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is

probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

(ii) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

J Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and it is probable that future economic benefits will flow to the entity. Amount of sales are net of goods and service tax, sale returns, trade discounts and rebates but inclusive of excise duty. Revenue from sale of products is recognized when the significant risks and rewards of ownership of the products have been transferred to the buyer, and the amount of revenue can be measured reliably.

Company continues to account for export benefits on accrual basis based upon the concept of accrual in the year of utilisation of advance licences.

Dividend income is recognized when the right to receive the income is established.

Interest income is recognised, when no significant uncertainty as to measurability or collectibility exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR).

K Foreign Currency Conversions/Transactions

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognised in the Statement of Profit and Loss.

L Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

a) Current Tax

Current tax expense is made on the basis of estimated taxable



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

income for the current accounting period in accordance with the provisions of Income Tax Act, 1961 and judicial interpretations thereof as at the Balance Sheet date and takes into consideration various deductions and exemptions to which the Company is entitled to as well as the reliance placed by the Company on the legal advices received by it.

b) Deferred Tax

Deferred tax charge or credit reflects the tax effects of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date and are written-down or written-up to reflect the amount that is reasonably certain (as the case may be) to be realized.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation law. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In that case, the tax is recognised in other comprehensive income or directly in equity, respectively.

M Employee Benefits

(i) Defined Contribution Plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

(ii) Defined Benefit Plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Other short term absences are provided based on past experience of leave availed. Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods. All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses.

N Borrowing Cost

General and Specific Borrowing Cost that are directly attributable to the acquisition or construction or production of qualifying assets are capitalized as part of the cost of such assets upto the date when such assets are ready for intended use. Qualified assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are charged as expenses in the year in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalisation.

O Earning Per Share

Basic Earning Per Share is calculated by dividing the net profit for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

P Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the period of lease term.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate of the company.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

Q Research & Development

Research and development costs are recognized as expense in the period in which it is incurred. The company does not incur any development expenditure which are eligible for capitalisation under Para 57 of Ind AS 38.

R Statement of Cash Flows

Statement of cash flows is prepared in accordance with the indirect method prescribed in Ind AS-7 'Statement of cash flows.

Notes to the financial statements for the year ended 31st March, 2024 (contd.)
Note No. 2 : NON CURRENT ASSETS - PROPERTY, PLANT AND EQUIPMENT
TANGIBLE ASSETS
As at 31st March, 2024

| Particulars | GROSS BLOCK | | | | ACCUMULATED DEPRECIATION | | | | NET BLOCK | |
|----------------------------------|-----------------------------------|-----------------|------------------------------|------------------------------------|-----------------------------------|--------------------------------------|-------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | As at 1 st April, 2023 | Additions | Disposals /Other Adjustments | As at 31 st March, 2024 | As at 1 st April, 2023 | Depreciation charged during the year | Deductions /Other Adjustments | As at 31 st March, 2024 | Net Carrying Amount as on 31.03.24 | Net Carrying Amount as on 31.03.23 |
| Leasehold Land | 44.24 | - | - | 44.24 | 4.13 | 0.59 | - | 4.72 | 39.52 | 40.11 |
| Freehold Land | 1,196.77 | 56.37 | - | 1,253.14 | - | - | - | - | 1,253.14 | 1,196.77 |
| Factory Buildings | 2,626.73 | 335.77 | - | 2,962.50 | 177.06 | 88.56 | - | 265.62 | 2,696.88 | 2,449.67 |
| Non Factory Building | 1,419.00 | - | - | 1,419.00 | 138.03 | 73.70 | - | 211.73 | 1,207.27 | 1,280.97 |
| Plant and Machinery | 5,760.19 | 2,030.36 | - | 7,790.55 | 1,509.05 | 364.91 | - | 1,873.96 | 5,916.59 | 4,251.14 |
| Electrical Installation | 594.64 | 33.55 | - | 628.19 | 59.59 | 56.83 | - | 116.42 | 511.77 | 535.05 |
| Furniture and Fittings | 166.67 | 13.79 | - | 180.46 | 80.00 | 12.42 | - | 92.42 | 88.04 | 86.67 |
| Vehicles | 327.94 | 152.17 | 85.09 | 395.02 | 111.08 | 41.60 | 49.86 | 102.82 | 292.20 | 216.86 |
| Office Equipments | 135.58 | 27.08 | 1.80 | 160.86 | 64.90 | 24.33 | 0.80 | 88.43 | 72.43 | 70.68 |
| Total | 12,271.76 | 2,649.09 | 86.89 | 14,833.96 | 2,143.84 | 662.94 | 50.66 | 2,756.12 | 12,077.84 | 10,127.92 |
| Capital Work- in-Progress | - | 6.55 | - | 6.55 | - | - | - | - | 6.55 | - |
| Total | 12,271.76 | 2,655.64 | 86.89 | 14,840.51 | 2,143.84 | 662.94 | 50.66 | 2,756.12 | 12,084.39 | 10,127.92 |

TANGIBLE ASSETS
As at 31st March, 2023

| Particulars | GROSS BLOCK | | | | ACCUMULATED DEPRECIATION | | | | NET BLOCK | |
|----------------------------------|-----------------------------------|-----------------|------------------------------|------------------------------------|-----------------------------------|--------------------------------------|-------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | As at 1 st April, 2022 | Additions | Disposals /Other Adjustments | As at 31 st March, 2023 | As at 1 st April, 2022 | Depreciation charged during the year | Deductions /Other Adjustments | As at 31 st March, 2023 | Net Carrying Amount as on 31.03.23 | Net Carrying Amount as on 31.03.22 |
| Leasehold Land | 44.24 | - | - | 44.24 | 3.54 | 0.59 | - | 4.13 | 40.11 | 40.70 |
| Freehold Land | 1,196.77 | - | - | 1,196.77 | - | - | - | - | 1,196.77 | 1,196.77 |
| Factory Buildings | 2,594.23 | 34.90 | 2.40 | 2,626.73 | 90.43 | 86.64 | 0.01 | 177.06 | 2,449.67 | 2,503.80 |
| Non Factory Building | 1,336.17 | 85.07 | 2.24 | 1,419.00 | 65.98 | 72.25 | 0.20 | 138.03 | 1,280.97 | 1,270.19 |
| Plant and Machinery | 5,009.07 | 791.80 | 40.68 | 5,760.19 | 1,187.33 | 323.84 | 2.12 | 1,509.05 | 4,251.14 | 3,821.74 |
| Electrical Installation | 587.65 | 40.96 | 33.96 | 594.64 | 1.38 | 58.29 | 0.08 | 59.59 | 535.05 | 586.27 |
| Furniture and Fittings | 162.47 | 4.15 | (0.05) | 166.67 | 68.29 | 11.74 | 0.03 | 80.00 | 86.67 | 94.18 |
| Vehicles | 321.43 | 32.33 | 25.82 | 327.94 | 92.65 | 38.97 | 20.54 | 111.08 | 216.86 | 228.78 |
| Office Equipments | 102.61 | 33.64 | 0.67 | 135.58 | 46.51 | 18.30 | (0.09) | 64.90 | 70.68 | 56.11 |
| Total | 11,354.65 | 1,022.84 | 105.72 | 12,271.76 | 1,556.11 | 610.62 | 22.89 | 2,143.84 | 10,127.92 | 9,798.54 |
| Capital Work- in-Progress | 698.77 | (698.77) | - | - | - | - | - | - | - | 698.77 |
| Total | 12,053.42 | 324.07 | 105.72 | 12,271.76 | 1,556.11 | 610.62 | 22.89 | 2,143.84 | 10,127.92 | 10,497.31 |

Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Notes :

- 2.1 Plant & Machinery and Office Equipment include Rs. 2284.20 Lakhs (P.Y. Rs. 1531.63 Lakhs) being R & D Equipment out of which Rs. 752.57 Lakhs (P.Y. Rs. Nil) were purchased during the year.
- 2.2 Amount in Plant & machinery included Rs. 48.08 Lakhs (P.Y. Rs. Nil) mandatory Capital Spare capitalised .
- 2.3 **CWIP aging schedule as at 31st March, 2024**

| | Amount in CWIP for a period of | | | Total |
|----------------------|--------------------------------|-----------|-----------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | |
| Projects in Progress | 6.55 | - | - | 6.55 |

(Rs. in Lakhs)

| Capital Work in Progress | Amount in CWIP for a period of | | | Total |
|--------------------------|--------------------------------|-----------|-----------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | |
| Projects in Progress | - | - | - | - |

CWIP aging schedule as at 31st March, 2023

(Rs. in Lakhs)

Note No. 3 : NON CURRENT ASSETS - INTANGIBLE ASSETS

| Particulars | GROSS BLOCK | | | ACCUMULATED DEPRECIATION | | | NET BLOCK | | |
|-------------------|-----------------------------------|-----------|------------------------------|-----------------------------------|--------------------------------------|-------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | As at 1 st April, 2023 | Additions | Disposals /Other Adjustments | As at 1 st April, 2023 | Depreciation charged during the year | Deductions /Other Adjustments | As at 31 st March, 2024 | Net Carrying Amount as on 31.03.24 | Net Carrying Amount as on 31.03.23 |
| Computer Software | 58.24 | - | - | 36.82 | 9.22 | - | 46.04 | 12.20 | 21.42 |
| Total | 58.24 | - | - | 36.82 | 9.22 | - | 46.04 | 12.20 | 21.42 |

(Rs. in Lakhs)

NON CURRENT ASSETS - INTANGIBLE ASSETS

(Rs. in Lakhs)

| Particulars | GROSS BLOCK | | | ACCUMULATED DEPRECIATION | | | NET BLOCK | | |
|-------------------|-----------------------------------|-----------|------------------------------|-----------------------------------|--------------------------------------|-------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | As at 1 st April, 2022 | Additions | Disposals /Other Adjustments | As at 1 st April, 2022 | Depreciation charged during the year | Deductions /Other Adjustments | As at 31 st March, 2023 | Net Carrying Amount as on 31.03.23 | Net Carrying Amount as on 31.03.22 |
| Computer Software | 58.24 | - | - | 27.60 | 9.22 | - | 36.82 | 21.42 | 30.64 |
| Total | 58.24 | - | - | 27.60 | 9.22 | - | 36.82 | 21.42 | 30.64 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 4 : NON CURRENT FINANCIAL ASSETS - INVESTMENTS

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|---------------------------------------|---------------------------------------|
| Equity Instruments (fully paid-up-unless otherwise stated) | | |
| Quoted (designated at fair value through other comprehensive income) | | |
| 50,00,000 Nos. (P.Y. 50,00,000 Nos.) Equity Share of Rs. 10/- of Hindustan Oil Exploration Company Limited | 8,885.00 | 6,010.00 |
| | <u>8,885.00</u> | <u>6,010.00</u> |
| Investment in Government Securities | | |
| Unquoted (measured at amortised cost) | | |
| 6 Years National Savings Certificates | - | 0.16 |
| | <u>-</u> | <u>0.16</u> |
| Total | <u>8,885.00</u> | <u>6,010.16</u> |
| Aggregate amount of Quoted Investments (Cost) | 1,439.38 | 1,439.38 |
| Aggregate amount of Quoted Investment (Market Value) | 8,885.00 | 6,010.00 |
| Aggregate amount of Unquoted Investment | - | 0.16 |

Note 4.1 Investment has been valued as per accounting policy as mentioned in para F.1.2c.

Note No. 5 : NON CURRENT ASSETS - OTHER FINANCIAL ASSETS

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|-------------------|---------------------------------------|---------------------------------------|
| Security Deposits | 104.30 | 102.21 |
| Total | <u>104.30</u> | <u>102.21</u> |

Note No. 6 : NON CURRENT ASSETS - OTHER NON CURRENT ASSETS

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|---------------------------------------|---------------------------------------|
| Capital Advances | 89.70 | 121.80 |
| Advances other than Capital Advances : | | |
| Advance against supply of Goods and Services | 9.64 | 3.07 |
| Balances with Government & Statutory Authorities | 5.66 | 5.66 |
| Others | 7.15 | 8.38 |
| Total | <u>112.15</u> | <u>138.91</u> |

Note No. 7 : CURRENT ASSETS - INVENTORIES

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|-------------------|---------------------------------------|---------------------------------------|
| Raw Materials | 3,725.51 | 4,090.12 |
| Work-In-Progress | 248.67 | 297.18 |
| Finished Goods | 999.66 | 1,113.93 |
| Consumable Stores | 757.74 | 739.76 |
| Total | <u>5,731.58</u> | <u>6,240.99</u> |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 8 : CURRENT FINANCIAL ASSETS - INVESTMENT

(Rs. in Lakhs)

| Particulars | Number of Unit Current year/(previous year) | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|---|------------------------------------|------------------------------------|
| Unquoted (measured at fair value through profit or loss) | | | |
| Investment in Mutual Fund | | | |
| SBI - Banking & PSU Fund-Regular Plan-Growth | 10,999.14 (10,999.14) | 310.67 | 290.17 |
| UTI Low Duration Fund (Formerly UTI Treasury Advantage Fund - Regular Plan-Growth) | 22,293.17 (22,293.17) | 719.10 | 669.82 |
| Nippon India Equity Hybrid Fund - Segregated portfolio-1-Monthly dividend Plan | 1,699,554.57 (1,699,554.57) | 0.17 | 0.17 |
| Nippon India Equity Hybrid Fund - Segregated portfolio-2-Monthly dividend Plan | | - | - |
| Aditya-Birla Sun Life Arbitrage Fund | 1,963,397.62 (1,963,397.62) | 56.18 | 52.24 |
| Total | | 1,086.12 | 1,012.40 |
| Aggregate amount of Unquoted Investment (Cost) | | 750.00 | 750.00 |
| Aggregate amount of Unquoted Investment (NAV) | | 1,086.12 | 1,012.40 |

Note No. 8.1 Investment have been Valued as per Accounting Policy of the Company as mentioned in F.1.2c.

Note No. 8.2 Investment are Unquoted and valued at Net Assets Value.

Note No. 8.3 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

Note No. 9 : CURRENT FINANCIAL ASSETS - TRADE RECEIVABLE

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|------------------------------------|------------------------------------|
| Trade Receivables | | |
| a) Trade Receivable considered good-Secured | 1,006.32 | 1,123.79 |
| b) Trade Receivable considered good-Unsecured | 5,778.93 | 4,211.38 |
| Total | 6,785.25 | 5,335.17 |

Trade Receivables aging schedule as on 31st March, 2024

(Rs. in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|-----------------|---------------|--------------|-------------------|-----------------|
| | Less than 6 months | 6 months-1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables– considered good | 6,456.07 | 72.22 | 54.43 | 6.92 | 12.82 | 6,602.46 |
| (ii) Undisputed Trade Receivables– which have significant increase in credit risk | - | 0.92 | 99.17 | 67.27 | 13.66 | 181.02 |
| (iii) Undisputed Trade Receivables– credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables– considered good | - | - | - | 1.77 | - | 1.77 |
| (v) Disputed Trade Receivables– which have significant increase in credit risk | - | - | - | - | - | - |
| Total | 6,456.07 | 73.14 | 153.60 | 75.96 | 26.48 | 6,785.25 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Trade Receivables aging schedule as on 31st March, 2023

(Rs. in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|-----------------|--------------|-------------|-------------------|-----------------|
| | Less than 6 months | 6 months-1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables—considered good | 5,097.94 | 22.14 | 53.05 | 0.47 | 8.75 | 5,182.35 |
| (ii) Undisputed Trade Receivables— which have significant increase in credit risk | 67.22 | 31.99 | 31.27 | - | 20.50 | 150.98 |
| (iii) Undisputed Trade Receivables— credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables— considered good | - | - | - | 1.84 | - | 1.84 |
| (v) Disputed Trade Receivables— which have significant increase in credit risk | - | - | - | - | - | - |
| Total | 5,165.16 | 54.13 | 84.32 | 2.31 | 29.25 | 5,335.17 |

Note No. 10 : CURRENT FINANCIAL ASSET - CASH AND CASH EQUIVALENT

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--------------------------------|------------------------------------|------------------------------------|
| Balances With Banks : | | |
| In Current/Cash Credit Account | 408.29 | 431.43 |
| EEFC Account | 227.64 | 515.69 |
| Cash in Hand | 3.98 | - |
| Total | 639.91 | 947.12 |

Note No. 11 : CURRENT FINANCIAL ASSET - BANK BALANCES OTHER THAN CASH & CASH EQUIVALENT

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|------------------------------------|------------------------------------|
| Bank balance in Unpaid Dividend Account (Refer Note No. 11.1) | 76.47 | 287.31 |
| Other Fixed Deposits | 2,452.11 | 2,251.05 |
| Total | 2,528.58 | 2,538.36 |

Note No. 11.1:- Includes Rs. Nil (P.Y. Rs. 33.61 Lakhs) on account of TDS on Dividend Payable.

Note No. 12 : CURRENT FINANCIAL ASSET - OTHER CURRENT FINANCIAL ASSETS

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|------------------------------------|------------------------------------|
| Advance recoverable in cash or kind or for value to be received | | |
| Discount & Commission Receivable | 25.91 | 36.73 |
| Interest Receivable | 129.24 | 83.00 |
| Misc. Receivable | 1.19 | 1.19 |
| Advance to Employee (Refer Note No. 12.1) | 7.68 | 8.11 |
| Security Deposit with Shipping Line | 11.21 | 7.30 |
| Other Claims Receivable | 3.64 | 4.11 |
| Total | 178.87 | 140.44 |

Note No. 12.1 Advance given to employees are measured at amortised cost.



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 13 : CURRENT ASSETS - CURRENT TAX ASSETS (NET)

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|-------------------------|---------------------------------------|---------------------------------------|
| Advance Tax | 2,828.10 | 2,208.10 |
| Tax deducted at Source | 95.31 | 50.78 |
| Less: Provision For Tax | (2,865.84) | (2,210.48) |
| Total | 57.57 | 48.40 |

Note No. 14 : CURRENT ASSET - OTHER CURRENT ASSETS

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---------------------------------|---------------------------------------|---------------------------------------|
| Advances to Suppliers | 247.67 | 204.29 |
| Statutory and Other Receivables | 328.37 | 246.46 |
| Others | 66.89 | 46.54 |
| Total | 642.93 | 497.29 |

Note No. 15 : EQUITY SHARE CAPITAL

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|---------------------------------------|---------------------------------------|
| Authorised Share Capital 1,25,00,000 (Previous year 1,25,00,000) Equity Shares of Rs. 10/- each | 1,250.00 | 1,250.00 |
| | 1,250.00 | 1,250.00 |
| Issued, Subscribed and Paid-up Share Capital 1,06,10,000 (Previous year 1,06,10,000) Equity Share of Rs. 10/- each fully paid up | 1,061.00 | 1,061.00 |
| | 1,061.00 | 1,061.00 |

15.1 Reconciliation of the number of shares at the beginning and at the end of the year

There has been no change/movements in number of shares outstanding at the beginning and at the end of the year.

15.2 Terms/Rights attached to Equity Shares :

The Company has only one class of issued shares i.e., Ordinary Shares having par value of Rs. 10 per share. Each holder of the Ordinary Shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the ordinary shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

15.3 Details of Equity Shareholders holding more than 5% shares in the Company

| Name of the Shareholder | As at 31 st March, 2024 | | As at 31 st March, 2023 | |
|---|------------------------------------|-----------|------------------------------------|-----------|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| G.K.S Logistic Private Limited | - | - | 4,502,892 | 42.44% |
| Espouse Resonance Engineering Pvt. Ltd. | 4,502,892 | 42.44% | - | - |
| Kusum Poddar | 884,766 | 8.34% | 884,766 | 8.34% |
| Mahima Poddar Agarwal | 605,000 | 5.70% | 605,000 | 5.70% |

15.4 Details of Equity Shares held by the Promoters at the end of the Year

| Promoter's Name | As at 31 st March, 2024 | | | As at 31 st March, 2023 | | |
|---|------------------------------------|-----------|--------------------------|------------------------------------|-----------|--------------------------|
| | No. of Shares | % Holding | % Change during the Year | No. of Shares | % Holding | % Change during the Year |
| G.K.S Logistic Private Limited | - | - | -42.44% | 4,502,892 | 42.44% | 0.00% |
| Espouse Resonance Engineering Pvt. Ltd. | 4,502,892 | 42.44% | 42.44% | - | - | - |
| Kusum Poddar | 884,766 | 8.34% | 0.00% | 884,766 | 8.34% | 0.00% |
| Mahima Poddar Agarwal | 605,000 | 5.70% | 0.00% | 605,000 | 5.70% | 0.00% |
| Rochna Poddar | 102,000 | 0.96% | 0.00% | 102,000 | 0.96% | 0.00% |
| Shiv Shankar Poddar | 529,000 | 4.99% | 0.00% | 529,000 | 4.99% | 0.00% |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 16 : OTHER EQUITY

(Rs. in Lakhs)

| Particulars | Refer Note No. | As at 31 st March, 2024 | As at 31 st March, 2023 |
|----------------------------|----------------|------------------------------------|------------------------------------|
| General Reserve | 16.1 | 25,782.30 | 22,917.60 |
| Capital Redemption Reserve | 16.2 | 159.00 | 159.00 |
| Retained Earnings | 16.3 | 668.03 | 662.43 |
| Other Reserves | 16.4 | 7,169.44 | 4,570.62 |
| Total | | 33,778.77 | 28,309.65 |

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|------------------------------------|------------------------------------|
| 16.1 General Reserve | | |
| Balance at the beginning of the year | 22,917.60 | 20,795.60 |
| Add: Transferred from Retained Earnings | 2,864.70 | 2,122.00 |
| Balance at the end of the year | 25,782.30 | 22,917.60 |
| 16.2 Capital Redemption Reserve | | |
| Opening Balance | 159.00 | 159.00 |
| Add : Addition during the year | - | - |
| Balance at the end of the year | 159.00 | 159.00 |
| 16.3 Retained Earnings | | |
| Balance at the beginning of the year | 662.43 | 695.20 |
| Add: Profit for the year | 2,881.90 | 2,734.05 |
| Gain on sale of equity instrument | - | - |
| | 3,544.33 | 3,429.25 |
| Less: Appropriation | | |
| Final Dividend | - | 265.27 |
| Interim Dividend | - | 371.35 |
| Transferred to General Reserve | 2,864.70 | 2,122.00 |
| | 2,864.70 | 2,758.62 |
| Items of other comprehensive income recognised directly in retained earnings | | |
| Net actuarial gain/(loss) on defined benefit plan, net of tax | (11.60) | (8.20) |
| Balance at the end of the year | 668.03 | 662.43 |
| 16.4 Other Reserves | | |
| Equity instrument through Other Comprehensive Income | | |
| Balance at the beginning | 4,570.62 | 9,038.06 |
| Add/(Less): Change in Fair Value | 2,598.82 | (4,467.44) |
| Add/(Less): Transferred to retained earnings on disposal of Equity instrument | - | - |
| Balance at the end of the year | 7,169.44 | 4,570.62 |
| Total Other Equity | 33,778.77 | 28,309.65 |

16.5 Events occurring after the Balance Sheet Date:

Dividends proposed to be distributed

The Board has recommended dividend of Rs. 4/- per share (Previous year Rs. 3.5 per share) payable subject to the approval of shareholders in the ensuing Annual General Meeting. Total outgo on this accounts will be Rs. 424.40 Lakhs (Previous year Rs. 371.35 Lakhs).

Note No. 17 : NON CURRENT LIABILITIES - DEFERRED TAX LIABILITIES (NET) (Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|------------------------------------|------------------------------------|
| Arising on account of : | | |
| Accelerated Depreciation on Property Plant & Equipments including Research & Development Equipments | 853.95 | 535.73 |
| Fair Valuation of Mutual Funds | 84.59 | 66.04 |
| Deferred tax on Employees Benefit | - | - |
| Income tax on Gain in Fair valuation of Equity investments | 276.18 | - |
| | 1,214.72 | 601.77 |
| Less: Deferred Tax Assets | | |
| Arising on account of : | | |
| Section 43B of Income-tax Act, 1961 | - | 8.15 |
| | - | 8.15 |
| Deferred Tax Liabilities (Net) | 1,214.72 | 593.62 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 18 : CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|------------------------------------|------------------------------------|
| Trade Payables for goods and services | | |
| Total outstanding dues of micro and small enterprises (Refer note No.18.1) | 247.95 | 189.25 |
| Others - Trade Payables for goods and services | 1,652.42 | 1,934.91 |
| Total | 1,900.37 | 2,124.16 |

Note No. 18.1 Details of supplier covered under the Micro, Small and Medium Enterprises Development Act, 2006 and which have furnished the information regarding filing of necessary memorandum with appointed authority is as under:-

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|------------------------------------|------------------------------------|
| The principal amount due to Micro and Small Suppliers under this Act. | 247.95 | 189.25 |
| Interest accrued and due to suppliers on the above amount. | - | - |
| Interest paid to suppliers under this Act (Section 16). | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year. | - | - |
| Interest due and payable for the delay (for payment during the year beyond due date). | - | - |
| Payment made to suppliers (other than interest) beyond the appointed date during the year. | - | - |
| Interest accrued and remaining unpaid at the end of year to suppliers under this Act. | - | - |
| Interest due and payable to suppliers under this Act for payment already made. | - | - |

Trade Payables aging schedule As at 31st March, 2024

(Rs. in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|--------------|--------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSE | 247.95 | - | - | - | 247.95 |
| (ii) Others | 1,542.38 | 34.76 | 16.71 | 58.57 | 1,652.42 |
| (iii) Disputed dues - MSE | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| Total | 1,790.33 | 34.76 | 16.71 | 58.57 | 1,900.37 |

As at 31st March, 2023

(Rs. in Lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | |
|-----------------------------|--|--------------|-------------|-------------------|-----------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i) MSE | 189.25 | - | - | - | 189.25 |
| (ii) Others | 1,851.66 | 72.40 | 2.73 | 8.12 | 1,934.91 |
| (iii) Disputed dues - MSE | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| Total | 2,040.91 | 72.40 | 2.73 | 8.12 | 2,124.16 |

Note No. 19 : OTHER CURRENT FINANCIAL LIABILITIES

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|--|------------------------------------|------------------------------------|
| Unpaid and unclaimed dividends (Note No. 19.1) | 76.47 | 253.70 |
| Security Deposits Dealer (Unsecured) | 89.40 | 85.40 |
| Security Deposits Other (Unsecured) | 164.41 | 115.33 |
| Employees related Liabilities | 74.27 | 74.76 |
| Discount/Commission Payable | 101.39 | 153.52 |
| Expenses Payable | 193.62 | 177.25 |
| Others | 0.18 | 0.18 |
| Total | 699.74 | 860.14 |

Note No. 19.1 There are no outstanding dues to be deposited into the Investor Education and Protection Fund as the stipulated period is not yet over.



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 20 : CURRENT LIABILITIES - OTHER CURRENT LIABILITIES (Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|-------------------------------|------------------------------------|------------------------------------|
| Statutory dues | 44.30 | 42.23 |
| TDS Payable | 61.68 | 96.43 |
| Others advances from customer | 88.27 | 73.56 |
| Total | 194.25 | 212.22 |

Note No. 21 : REVENUE FROM OPERATIONS (Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|---|------------------------------------|------------------------------------|
| Sale of Products (Gross) (net of Rebate & Discounts) | 42,092.32 | 38,334.00 |
| Less - GST | (5,455.58) | (4,612.08) |
| | 36,636.74 | 33,721.92 |
| Other Operating Revenues | | |
| Export Benefits | 251.49 | 335.48 |
| Miscellaneous Sale (Net of GST) | 12.43 | 10.06 |
| | 263.92 | 345.54 |
| Total | 36,900.66 | 34,067.46 |

21.1 Details of Sale of Products (Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | As at 31 st March, 2023 |
|------------------------|------------------------------------|------------------------------------|
| Special Master Batches | 36,608.58 | 33,686.61 |
| Others | 28.16 | 35.31 |
| Total | 36,636.74 | 33,721.92 |

21.2 Sales are net of rebate and discounts.

21.3 Miscellaneous sales includes sale of Production Waste.

Note No. 22 : OTHER INCOME (Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
|---|--|--|
| Interest Income | | |
| On Fixed Deposits | 211.04 | 83.09 |
| On Others | 6.68 | 4.23 |
| Net Gain/(Loss) on sale of Investments | | |
| On Current investments | 6.83 | 0.97 |
| Gain/(Loss) on fair valuation of investment at FVTPL | 73.72 | 45.18 |
| Other Non Operating Income | | |
| Gain on sale/discard of PPE (Net of Loss) | 0.69 | 1.97 |
| Excess Provision/liabilities no longer required written back | 100.52 | 34.44 |
| Net Gain/(Loss) on Foreign currency transaction and translation | 176.53 | 258.27 |
| Insurance and Other Claims (Net) | 10.94 | 5.38 |
| Miscellaneous Income | 64.00 | 125.07 |
| Total | 650.95 | 558.59 |

Note No. 23 : COST OF MATERIALS CONSUMED (Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
|--|--|--|
| Raw Material Consumed (Refer Note No. - 23.1 & 23.2) | 25,277.18 | 23,768.48 |
| Total | 25,277.18 | 23,768.48 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

23.1 Details of Raw Material Consumed

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | | Year Ended 31 st March, 2023 | |
|----------------|---|---|---|---|
| | Amount | % | Amount | % |
| Polymer Resins | 8,975.17 | | 8,466.26 | |
| Pigments | 15,431.92 | | 14,301.50 | |
| Waxes | 506.91 | | 643.51 | |
| Others | 363.18 | | 357.21 | |
| Total | 25,277.18 | | 23,768.48 | |

23.2 Details of imported & indigenous raw material consumed:

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | | Year Ended 31 st March, 2023 | |
|--------------|---|----------------|---|----------------|
| | Amount | % | Amount | % |
| Imported | 10,794.18 | 42.70% | 10,734.94 | 45.16% |
| Indigenous | 14,483.00 | 57.30% | 13,033.54 | 54.84% |
| Total | 25,277.18 | 100.00% | 23,768.48 | 100.00% |

Note No. 24 : (INCREASE)/ DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | | Year Ended 31 st March, 2023 | |
|---|---|---|---|---|
| | Amount | % | Amount | % |
| Inventories at the beginning of the year | | | | |
| Finished Goods | 1,113.93 | | 930.41 | |
| Work-In-Progress | 297.18 | | 299.69 | |
| | 1,411.11 | | 1,230.10 | |
| Inventories at the end of the year | | | | |
| Finished Goods | 999.66 | | 1,113.93 | |
| Work-In-Progress | 248.67 | | 297.18 | |
| | 1,248.33 | | 1,411.11 | |
| Total | 162.78 | | (181.01) | |

Note No. 25 : EMPLOYEE BENEFITS EXPENSE

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | | Year Ended 31 st March, 2023 | |
|---|---|---|---|---|
| | Amount | % | Amount | % |
| Salaries ,Wages & Allowances etc. | 3,086.39 | | 2,902.83 | |
| Contribution to Provident and Other Funds | 180.91 | | 171.09 | |
| Staff Welfare Expenses & other benefits | 43.12 | | 38.32 | |
| Total | 3,310.42 | | 3,112.24 | |

Note No. 26 : FINANCE COST

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | | Year Ended 31 st March, 2023 | |
|-----------------------------------|---|---|---|---|
| | Amount | % | Amount | % |
| Interest Expenses | | | | |
| To Banks on Working Capital Loans | 4.92 | | 6.29 | |
| On Security Deposits and Others | 7.20 | | 6.27 | |
| Other Borrowing Costs | | | | |
| Other Financial Charges | 12.61 | | 14.73 | |
| Total | 24.73 | | 27.29 | |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 27 : OTHER EXPENSES

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
|--|--|--|
| Manufacturing Expenses | | |
| Stores, Spare Consumed | 311.87 | 224.68 |
| Packing Material Consumed | 128.99 | 114.32 |
| Power & Fuel | 721.22 | 559.55 |
| Repairs to Buildings | 65.93 | 105.01 |
| Repairs to Machinery | 78.45 | 43.12 |
| Water Charges | 9.76 | 8.07 |
| Other Manufacturing Expenses | 5.17 | 6.49 |
| | <u>1,321.39</u> | <u>1,061.23</u> |
| Selling Expenses | | |
| Commission on Sales | 134.52 | 163.73 |
| Sales Promotion Expenses | 55.58 | 49.65 |
| Transport & Forwarding Expenses | 541.81 | 424.52 |
| | <u>731.91</u> | <u>637.90</u> |
| R & D Expenses (Refer Note No. - 27.3) | 683.63 | 626.66 |
| Administration Expenses | | |
| Bank Charges | 21.92 | 20.19 |
| Insurance | 106.94 | 80.74 |
| Rent | 27.07 | 29.42 |
| Repairs & Maintenance | 72.66 | 93.22 |
| Rates & Taxes | 11.23 | 10.41 |
| Advertisement | 6.46 | 26.53 |
| Directors' Fees | 2.35 | 3.10 |
| Auditors' Remuneration (Refer Note No. - 27.1) | 6.70 | 5.40 |
| Corporate Social Responsibility Expenses (Refer Note No. - 27.2) | 73.03 | 67.00 |
| Travelling Expense | 290.88 | 219.24 |
| Printing & Stationary | 18.90 | 12.14 |
| Legal & Professional Expenses | 473.16 | 399.97 |
| Other Expenses | 370.03 | 296.84 |
| | <u>1,481.33</u> | <u>1,264.20</u> |
| Total | <u>4,218.26</u> | <u>3,589.99</u> |

27.1 Payment to Statutory Auditors:

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
|-----------------------|--|--|
| Audit Fees | 3.60 | 3.00 |
| Tax Audit Fees | 1.20 | 1.00 |
| Reimbursements | 0.40 | 0.15 |
| Issue of Certificates | 1.50 | 1.25 |
| Total | <u>6.70</u> | <u>5.40</u> |

27.2 Expenditure related to Corporate Social Responsibility (CSR) as per Section 135 of Companies Act, 2013 read with Schedule VII.

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
|--|--|--|
| Total expenditure required to be spent on CSR | 72.05 | 66.92 |
| - Expenditure incurred during the year towards CSR | 73.03 | 67.00 |
| - Unspent amount (Excess spent) | <u>(0.98)</u> | <u>(0.08)</u> |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

27.3 Details of Research & Development Expenses :

(Rs. in Lakhs)

| Particulars | Year Ended 31 st March, 2024 | Year Ended 31 st March, 2023 |
|-----------------------------------|--|--|
| Material Consumed | 131.64 | 130.01 |
| Salary, Wages and Bonus | 430.54 | 387.05 |
| Power & Fuel Expenses | 49.97 | 46.06 |
| Others (Net of Sales realisation) | 71.48 | 63.54 |
| Total | 683.63 | 626.66 |

Note No. 28 : DISCLOSURE AS PER IND AS 2 'INVENTORIES'

Inventory Consumed of Rs 512.22 Lakhs (PY Rs. 374.69 Lakhs) have been recognised as expense. The details are as under:

(Rs. in Lakhs)

| Particulars | 2023-24 | 2022-23 |
|------------------|---------------|---------------|
| Fuel & Oil | 71.36 | 35.69 |
| Packing Material | 128.99 | 114.32 |
| Store & Spares | 311.87 | 224.68 |
| Total | 512.22 | 374.69 |

Note No. 29 : DISCLOSURE AS PER IND AS 12 'INCOME TAX'

a) Tax Expense

i) The company has opted for income tax rate as applicable under section 115BAA of the Income Tax Act, 1961. Accordingly, the provision for income tax and deferred tax balances have been recorded/remeasured using the tax rate as applicable.

ii) Income Tax recognised in statement of profit & loss.

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | 31 st March, 2023 |
|-----------------------------------|------------------------------|------------------------------|
| Current Tax Expenses | | |
| Current year | 655.36 | 818.33 |
| Adjustment for earlier year | - | 10.16 |
| Total current Tax expenses | 655.36 | 828.49 |
| Deferred Tax Expenses | 348.82 | 126.68 |
| Total Tax expenses | 1,004.18 | 955.17 |

iii) Income tax recognised in other comprehensive income

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | | 31 st March, 2023 | | |
|--|------------------------------|------------------------|------------|------------------------------|------------------------|------------|
| | Gross amount | Tax (expense)/ Benefit | Net of tax | Gross amount | Tax (expense)/ Benefit | Net of tax |
| - Net actuarial gain/(loss) on defined benefit plan | (15.50) | 3.90 | (11.60) | (10.96) | 2.76 | (8.20) |
| - Net gain/(loss) on fair value of equity instrument | 2,875.00 | (276.18) | 2,598.82 | (4,985.00) | 517.56 | (4,467.44) |

iv) Reconciliation of tax expense and accounting profit multiplied by India's domestic rate

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | 31 st March, 2023 |
|--|------------------------------|------------------------------|
| Profit before tax | 3,886.08 | 3,689.22 |
| Tax using the domestic tax rate of 25.168% (Previous Year 25.168%) | 978.05 | 928.50 |
| Tax effect of : | | |
| Non deductible tax expenses including effect of deferred tax | 187.56 | 173.75 |
| Deductible tax expenses including weighted deductions | (510.25) | (283.92) |
| Total tax expenses in the statement of profit and loss | 655.36 | 818.33 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

v) Movement in Deferred Tax Balances 31st March, 2024

(Rs. in Lakhs)

| Particulars | Net Balance 01.04.2023 | Recognised in Profit & Loss | Recognised in OCI | Net Balance 31.03.2024 |
|--|---------------------------|--------------------------------|----------------------|---------------------------|
| Difference in written down value as per the books of accounts and Income Tax | 535.73 | 318.22 | - | 853.95 |
| Fair valuation of Mutual fund | 66.04 | 18.55 | - | 84.59 |
| Others | - | - | 276.18 | 276.18 |
| Tax assets/liabilities | 601.77 | 336.77 | 276.18 | 1,214.72 |
| Less : Deferred Tax Assets | (8.15) | 8.15 | - | - |
| Net tax (assets) liabilities | 593.62 | 344.92 | 276.18 | 1,214.72 |

31st March, 2023

(Rs. in Lakhs)

| Particulars | Net Balance 01.04.2022 | Recognised in Profit & Loss | Recognised in OCI | Net Balance 31.03.2023 |
|--|---------------------------|--------------------------------|----------------------|---------------------------|
| Difference in written down value as per the books of accounts and Income Tax | 421.83 | 113.90 | - | 535.73 |
| Fair valuation of Mutual fund | 55.55 | 10.49 | - | 66.04 |
| Others | 517.56 | - | (517.56) | - |
| Tax (assets)/liabilities | 994.94 | 124.39 | (517.56) | 601.77 |
| Less : Deferred Tax Assets | (7.68) | (0.47) | - | (8.15) |
| Net tax (assets)/liabilities | 987.26 | 123.92 | (517.56) | 593.62 |

Note No. 30 : DISCLOSURE AS PER IND AS 19 'EMPLOYEE BENEFIT'

A) Defined benefits plan

Gratuity

The company has a defined benefit gratuity plan. Every employee who has rendered continuous service of 5 years or more is entitled to gratuity at 15 day salary (15/26 * last drawn basis salary) for each completed year for five years or more on superannuation, resignation, termination, disablement or on death.

Leave encashment

The company has a policy to pay leave encashment. Every employee is entitled to claim leave encashment after his/her retirement/termination which is calculated based upon no. of leaves not availed.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation :

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | 31 st March, 2023 | |
|--|------------------------------|------------------|------------------------------|------------------|
| | Gratuity | Leave encashment | Gratuity | Leave encashment |
| Present Value of obligation as at the beginning of the period | 1,088.19 | 237.06 | 953.51 | 244.65 |
| Current service cost | 81.74 | 19.66 | 74.36 | 19.61 |
| Interest cost | 79.87 | 17.40 | 68.84 | 17.66 |
| Actuarial (gain)/loss | 16.16 | (13.96) | (0.70) | (43.03) |
| Benefit paid | (67.77) | (16.29) | (7.82) | (1.83) |
| Present value of obligation as at period ended | 1,198.19 | 243.87 | 1,088.19 | 237.06 |

Changes in the Fair Value of Plan Assets

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | 31 st March, 2023 | |
|--|------------------------------|------------------|------------------------------|------------------|
| | Gratuity | Leave encashment | Gratuity | Leave encashment |
| Fair value of plan assets, at the beginning of the period | 1,004.66 | 229.09 | 906.52 | 215.23 |
| Actual Return on plan assets | 74.30 | 18.20 | 53.78 | 15.69 |
| Employer's contributions | 27.52 | - | 52.18 | - |
| Benefits paid | (67.77) | (16.29) | (7.82) | (1.83) |
| Fair value of plan assets, end of the year | 1,038.71 | 231.00 | 1,004.66 | 229.09 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Amount recognized in the balance sheet consists of:

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | 31 st March, 2023 | |
|--|------------------------------|------------------|------------------------------|------------------|
| | Gratuity | Leave encashment | Gratuity | Leave encashment |
| Present value of defined benefit obligation | 1,198.19 | 243.87 | 1,088.19 | 237.06 |
| Fair value of plan assets | 1,038.71 | 231.00 | 1,004.66 | 229.09 |
| Net liability | (159.48) | (12.87) | (83.53) | (7.97) |
| Amounts in the balance sheet: | | | | |
| Current Liability | 401.29 | 4.34 | 230.40 | 3.42 |
| Non-current liabilities | 796.90 | 239.54 | 857.79 | 233.64 |
| Net liability | 1,198.19 | 243.88 | 1,088.19 | 237.06 |

Total amount recognized in Profit or Loss consists of:

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | 31 st March, 2023 | |
|---------------------|------------------------------|------------------|------------------------------|------------------|
| | Gratuity | Leave encashment | Gratuity | Leave encashment |
| Total Service Cost | 81.74 | 19.66 | 74.36 | 19.61 |
| Interest Income | - | - | - | - |
| Net Interest | 81.74 | 19.66 | 74.36 | 19.61 |

Amount recognized in other comprehensive income consists of:

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | 31 st March, 2023 | |
|--|------------------------------|------------------|------------------------------|------------------|
| | Gratuity | Leave encashment | Gratuity | Leave encashment |
| Actuarial Gain/(Loss) on Obligation | (16.16) | - | 0.70 | - |
| Actuarial Gain/(Loss) on Assets | 0.66 | - | (11.66) | - |
| Total Actuarial Gain/(Loss) recognised in (OCI) | (15.50) | - | (10.96) | - |

Actuarial Gain/(Loss) on obligation Consists:

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | 31 st March, 2023 | |
|--|------------------------------|------------------|------------------------------|------------------|
| | Gratuity | Leave encashment | Gratuity | Leave encashment |
| Actuarial (gains)/losses arising from changes in demographic assumptions | - | - | - | - |
| Actuarial gain/(loss) arising from changes in financial assumptions | 38.82 | 13.09 | 27.33 | 9.10 |
| Actuarial gain/(loss) arising from changes in experience adjustments on plan liabilities | (22.66) | (27.04) | (28.02) | (52.13) |
| Total Actuarial Gain/(Loss) | 16.16 | (13.95) | (0.69) | (43.03) |

Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | | 31 st March, 2023 | |
|---|------------------------------|------------------|------------------------------|------------------|
| | Gratuity | Leave encashment | Gratuity | Leave encashment |
| Present value of obligation as at period ended | 1,198.19 | 243.87 | 1,088.19 | 237.06 |
| Fair value of plan assets at period end | 1,038.71 | 231.00 | 1,004.66 | 229.09 |
| Unfunded status excess of Actual over estimated. | (159.48) | (12.87) | (83.53) | (7.97) |
| Assets/(Liabilities) recognized in the Balance Sheet | (159.48) | (12.87) | (83.53) | (7.97) |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

B) Defined benefit Obligation

I) Actuarial assumption

The following were the principal actuarial assumption at the reporting date.

| Particulars | 31 st March, 2024 | 31 st March, 2023 |
|----------------------------------|-------------------------------------|-------------------------------------|
| Discount rate* | 7.21% | 7.34% |
| Expected return on plan assets** | | |
| Salary escalation rate** | 9.00% | 8.50% |
| Valuation Methodology | Projected Unit Credit Method | Projected Unit Credit Method |

* The discount rate assumed is 7.21% which is determined by reference to market yield at the balance sheet date on government bonds.

** The expected rate of return on plan assets is determine considering several applicable factor mainly the composition of plan assets held, assessed risk of assets management and historical return from plan assets.

** The estimates of future salary increase considered in actuarial valuation, taking account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market.

II) Sensitivity analysis

Reasonable possible change at the reporting date to one of the relevant actuarial assumption, holding other assumption constant, would have effected the defined benefit obligation by the amount shown below.

| Particulars | As at 31 st March, 2024 | | As at 31 st March, 2023 | |
|---|------------------------------------|----------|------------------------------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Discount rate (0.50% movement) | (31.48) | 32.52 | (28.88) | 30.46 |
| Salary escalation rate (0.50% movement) | 31.82 | (31.11) | 30.95 | (28.71) |

III) Expected Maturity analysis of the defined benefits plan in future years

| Particulars | First Year | Second Year | Two to Third Year | More than 3 Years |
|--------------|---------------|--------------|-------------------|-------------------|
| Gratuity | 401.29 | 85.51 | 64.03 | 647.36 |
| Total | 401.29 | 85.51 | 64.03 | 647.36 |

IV) Risk exposure

Valuations are based on certain assumptions, which are dynamic in nature and vary over the time. As such company is exposed to various risks as follow -

A) Salary Cost Inflation Risk: The present value of the Defined Benefit Plan liability is calculated with reference to the future salaries of participants under the Plan. Increase in salary due to adverse inflationary pressures might lead to higher liabilities.

B) Investment Risk : Assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

C) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.

D) Mortality & disability : Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

E) Withdrawals : Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Note No. 31 : DISCLOSURE AS PER IND AS 21 'THE EFFECTS OF CHANGES IN FOREIGN EXCHANGE RATES'

The amount of exchange differences (net) credited to the Statement of Profit & Loss is Rs. 176.53 Lakhs (P.Y.2022-23 : Rs. 258.27 Lakhs).

Note No. 32 : DISCLOSURE AS PER IND AS 24 'RELATED PARTY DISCLOSURES'

A) List of related party

i) Parties holding significant influence

- I) GKS Logistics Pvt Limited
- II) GKS Holdings Pvt Limited
- III) Espouse Resonance Engineering LLP

ii) Key Management Personnel

- Shri S.S. Poddar - Managing Director
- Shri Gaurav Goenka - Joint Managing Director
- Smt. Mahima P. Agarwal - Non Executive Director
- Shri M.K. Sonthalia - Non Executive & Independent Director
- Shri N. Gopaldaswamy - Non Executive & Independent Director
- Shri M. Mahadevan - Non Executive & Independent Director
- Smt. Lalitha Kumaramanglam - Non Executive & Independent Director
- Shri Gajendra Kumar Bhandari - Non Executive & Independent Director
- Shri Ramaseshan Mohan - Non Executive & Independent Director

iii) Relatives of the Key Management Personnel

- Smt. Mahima P. Agarwal - Director of the Company and daughter of Managing Director
- Shri Gaurav Goenka - Son-in-law of Managing Director



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

B) The following transactions were carried out with the related parties during the year :-

i) Related Parties / Parties Holding Significant Influence

(Rs. in Lakhs)

| Particulars | 2023-24 | 2022-23 |
|--|---------|---------|
| Rent Paid to M/s G K S Holdings Pvt. Limited | - | 9.00 |
| Rent/Electricity Expenses received from M/s. G K S Holdings Pvt. Limited | 0.56 | 0.56 |
| Rent/Electricity Expenses received from M/s. GKS Logistics Pvt. Ltd. | 1.12 | 1.12 |

ii) Key Management Personnel Compensation

There is no transaction other than managerial remuneration paid as per terms of appointment duly approved by the shareholders. Following are the details of such managerial remuneration:

(Rs. in Lakhs)

| Particulars | 2023-24 | 2022-23 |
|---------------------------------------|---------------|---------------|
| Short Term Employee Benefits | | |
| Salaries & Allowances | 258.00 | 258.00 |
| Contribution to Provident Fund | 21.60 | 21.60 |
| Others- perquisites value | 40.51 | 27.80 |
| Commission on Profit to the Directors | 41.54 | 39.90 |
| Total | 361.65 | 347.30 |

iii) Sitting Fees paid to Non executive/Independent Director Rs. 2.35 Lakhs (Previous Year Rs. 3.10 Lakhs)

Terms and conditions:

All the transactions were made on normal commercial terms and conditions and at market rates. All outstanding balances are unsecured and are repayable on demand.

Note No. 33 : DISCLOSURE AS PER IND AS 33 'EARNING PER SHARE'

(Rs. in Lakhs)

| Particulars | Units | For the Year Ended 31 st March, 2024 | For the Year Ended 31 st March, 2023 |
|--|-----------|--|--|
| Basic Earning per Share | | | |
| Basic net earnings Attributable to Equity Shareholders | Rs. Lakhs | 2,881.90 | 2,734.05 |
| Number of shares outstanding | No. | 106.10 | 106.10 |
| Basic Earnings per share | Rs. | 27.16 | 25.77 |
| Diluted Earning per Share | | | |
| Diluted net earnings Attributable to Equity Shareholders | Rs. Lakhs | 2,881.90 | 2,734.05 |
| Number of shares outstanding | No. | 106.10 | 106.10 |
| Diluted Earning Per Share | Rs. | 27.16 | 25.77 |

Note No. 34 : DISCLOSURE AS PER IND AS 37 'PROVISIONS & CONTINGENT LIABILITIES.

(i) Movement in provision

(ii) Contingent liabilities to the extent not provided for in respect of

(Rs. in Lakhs)

| Particulars | 2023-24 | 2022-23 |
|--|---------|---------|
| (A) Claims against company not acknowledged as Debts:- | | |
| (i) GST demand not admitted by the company and for which appeals have been filed with appropriate authorities. | 18.38 | - |
| (B) Guarantees:- | | |
| (i) Bank Guarantee with customs | 1.00 | - |
| (ii) Bonds Executed with Customs & GST Authorities | 30.00 | 30.00 |
| (iii) Bonds Executed with Customs Authorities for EPCG Licence | 493.44 | 357.39 |
| (iv) Bonds Executed with Customs Authorities for advance licence | 384.59 | 487.06 |

(iii) Commitments

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. 347.62 Lakhs (P.Y. Rs. 619.20 Lakhs), and advance given Rs. 89.70 Lakhs (P.Y. Rs.121.80 Lakhs).
- Other Commitment : NIL



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 35 : DISCLOSURE AS PER IND AS 107 'FINANCIAL INSTRUMENT DISCLOSURE'

A) Capital management

For the purpose of Company's Capital Management, Capital includes issued equity share capital.

B) Financial risk management

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Board of Directors. The Company's principal financial liabilities comprise trade payables and other payables. The company's principal financial assets include trade & other receivables and cash and short term deposits.

| Risk | Exposure arising from | Measurement | Management |
|--------------------------------|---|--|--|
| Credit Risk | Trade receivables | Ageing analysis, Credit Ratings | Credit limits, Escrow Cover, letters of credit, Export Credit risk insurance. |
| | Financial assets measured at Amortised cost and cash & cash equivalents | Credit ratings | |
| Liquidity risk | Borrowing and other liabilities | Rolling cash flows forecast | Availability of committed credit lines and borrowing facilities. |
| Market risk-Interest rate risk | Long-term Borrowings at variable rates | Sensitivity analysis, Cash Flow Analysis | Different kinds of loan arrangements with varied terms (e.g. Fixed, floating, rupee, foreign currency, etc.) & swapping of high cost debts into low cost debt. |

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations may result into a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances.

a) Carrying amount of maximum credit risk as on reporting date

(Rs. in Lakhs)

| Particulars | 31 st March, 2024 | 31 st March, 2023 |
|---|------------------------------|------------------------------|
| Financial assets for which loss allowance is measured using 12 month Expected Credit Loss (ECL) | | |
| Non-current Investment | 8,885.00 | 6,010.16 |
| Other Non-Current Financial Assets | 104.30 | 102.21 |
| Current Investment | 1,086.12 | 1,012.40 |
| Cash & Cash Equivalent | 639.91 | 947.12 |
| Bank balances other than cash and cash equivalents | 2,528.58 | 2,538.36 |
| Other Current Financial Assets | 178.87 | 140.44 |
| | 13,422.78 | 10,750.69 |
| Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss (ECL) | | |
| Trade Receivables | 6,785.25 | 5,335.17 |
| Total | 20,208.03 | 16,085.86 |

b) Provision for Expected Credit or Loss

(i) Financial assets for which loss allowance is measured using 12 month expected credit losses.

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

(ii) Financial assets for which loss allowance is measured using life time expected credit losses.

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

c) Ageing of trade receivables

The Ageing of trade receivables is as below:

(Rs. in Lakhs)

| Ageing | Not Due | <0-180 days | >180 days | Total |
|--|---------|-------------|-----------|----------|
| Gross Carrying amount as on 31.03.2024 | - | 6,456.07 | 329.18 | 6,785.25 |
| Impairment loss recognised on above | - | - | - | - |
| Gross Carrying amount as on 31.03.2023 | - | 5,165.16 | 170.01 | 5,335.17 |
| Impairment loss recognised on above | - | - | - | - |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

(ii) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The following are the contractual maturities of financial liabilities based on contractual cash flows.

(Rs. in Lakhs)

| Contractual Maturities of Financial Liabilities As at 31.03.2024 | 3 Month or less | 3-12 months | 1-2 years | 2-5 years | More than 5 year | Total |
|--|-----------------|--------------|-----------|-----------|------------------|-----------------|
| Trade payable | 1,900.37 | - | - | - | - | 1,900.37 |
| Other financial liabilities | 668.40 | 31.33 | - | - | - | 699.74 |
| Total | 2,568.77 | 31.33 | - | - | - | 2,600.11 |

(Rs. in Lakhs)

| Contractual Maturities of Financial Liabilities As at 31.03.2023 | 3 Month or less | 3-12 months | 1-2 years | 2-5 years | More than 5 year | Total |
|--|-----------------|--------------|-----------|-----------|------------------|-----------------|
| Trade payable | 2,124.16 | - | - | - | - | 2,124.16 |
| Other financial liabilities | 827.71 | 32.43 | - | - | - | 860.14 |
| Total | 2,951.87 | 32.43 | - | - | - | 2,984.30 |

(iii) Market Risk

Market Risk mainly relates to the investment & deposits. There is no regular business of company for making investment & deposits. However, company manages the cash resources, borrowings strategies and ensuring compliance of the same with the guidelines & directions of the Higher Management.

A) Foreign currency risk

The company operates internationally and portion of the business is transacted in several currencies and consequently the company is exposed to foreign exchange risk through its sales in overseas and purchase from overseas suppliers in various foreign currencies.

The company evaluate exchange rate exposure arising from foreign currency transaction and the company follow established risk management policies. Foreign exchange exposure risk is largely covered by natural hedging by linking export proceeds with import payments since company has exposures for both exports & imports and also uses the derivative like foreign exchange forward contracts to hedge exposure to foreign risk to minimise the risk of any possible adverse impact.

(Rs. in Lakhs)

| Foreign currency exposure as at 31.03.2024 | USD | Amount | EURO | Amount |
|--|--------------|-----------------|-------------|---------------|
| Trade receivable | 25.05 | 2,089.46 | 4.42 | 396.95 |
| Trade payable | 3.31 | 276.09 | 0.71 | 63.82 |
| Net exposure | 21.74 | 1,813.37 | 3.71 | 333.13 |

(Rs. in Lakhs)

| Foreign currency exposure as at 31.03.2023 | USD | Amount | EURO | Amount |
|--|-------------|---------------|-------------|---------------|
| Trade receivable | 19.52 | 1,604.10 | 2.91 | 260.27 |
| Trade payable | 10.52 | 864.22 | 0.50 | 44.81 |
| Net exposure | 9.00 | 739.88 | 2.41 | 215.46 |

B) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument may fluctuate because of changes in market interest rate. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

C) Other Price risk

The company's exposure towards price risk arises from investments held in equity shares & Mutual Fund are classified in balance sheet at fair value through other comprehensive income & Fair value through Profit and Loss respectively. All of the company's equity investments are publicly traded and are listed on NSE and BSE.



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

Note No. 36 : DISCLOSURE AS PER IND AS 113 'FAIR VALUE MEASUREMENT'

Fair Value Hierarchy

Valuation Techniques used to determine fair values:

Specific valuation technique is used to determine the fair value of the financial instruments which include:

- For Investments in Equity Investments-Quoted Market prices are used.
- For Investments in Mutual funds-Closing NAV is used.
- The carrying amount of trade payables, trade receivables, cash & cash equivalents and other financial assets and liabilities are considered to be the same at their Fair values, due to their short term nature.

A) Financial Instruments By Category

(Rs. in Lakhs)

| Particulars | 31.03.2024 | | |
|---|-----------------|-----------------|------------------------------------|
| | FVTPL | FVTOCI | Amortized cost i.e. carrying value |
| Financial Assets: | | | |
| Investments | | | |
| Equity instrument | - | 8,885.00 | - |
| Mutual fund | 1,086.12 | - | - |
| National saving certificate | - | - | - |
| Trade Receivables | - | - | 6,785.25 |
| Cash and Cash Equivalents | - | - | 639.91 |
| Bank balances other than cash and cash equivalent | - | - | 2,528.58 |
| Security deposit | - | - | 104.30 |
| Other Financial Assets | - | - | 178.87 |
| Total Financial Assets | 1,086.12 | 8,885.00 | 10,236.91 |
| Financial Liability: | | | |
| Trade Payables | - | - | 1,652.42 |
| Other Financial Liabilities | - | - | 699.74 |
| Total Financial Liability | - | - | 2,352.16 |

(Rs. in Lakhs)

| Particulars | 31.03.2023 | | |
|---|-----------------|-----------------|------------------------------------|
| | FVTPL | FVTOCI | Amortized cost i.e. carrying value |
| Financial Assets: | | | |
| Investments | | | |
| Equity instrument | - | 6,010.00 | - |
| Mutual fund | 1,012.40 | - | - |
| National saving certificate | - | - | 0.16 |
| Trade Receivables | - | - | 5,335.17 |
| Cash and Cash Equivalents | - | - | 947.12 |
| Bank balances other than cash and cash equivalent | - | - | 2,538.36 |
| Security deposit | - | - | 109.51 |
| Other Financial Assets | - | - | 133.14 |
| Total Financial Assets | 1,012.40 | 6,010.00 | 9,063.46 |
| Financial Liability: | | | |
| Trade Payables | - | - | 2,124.16 |
| Other Financial Liabilities | - | - | 860.14 |
| Total Financial Liability | - | - | 2,984.30 |

B) Fair Value Hierarchy

As at 31st March, 2024

(Rs. in Lakhs)

| Financial Instrument measured at Fair Value - recurring fair value measurement | Level 1 | Level 2 | Level 3 | Total |
|--|-----------------|-----------------|----------|-----------------|
| Financial Assets | | | | |
| Investments in Equity Instruments | 8,885.00 | - | - | 8,885.00 |
| Investments in Mutual Funds | - | 1,086.12 | - | 1,086.12 |
| Total | 8,885.00 | 1,086.12 | - | 9,971.12 |



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

As at 31st March, 2023

(Rs. in Lakhs)

| Financial Instrument measured at Fair Value - recurring fair value measurement | Level 1 | Level 2 | Level 3 | Total |
|--|-----------------|-----------------|----------|-----------------|
| Financial Assets | | | | |
| Investments in Equity Instruments | 6,010.00 | - | - | 6,010.00 |
| Investments in Mutual Funds | - | 1,012.40 | - | 1,012.40 |
| Total | 6,010.00 | 1,012.40 | - | 7,022.40 |

C) Fair value of financial assets and liabilities measured at amortised cost

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2024 | | |
|------------------------------|------------------------------------|----------------|------------|
| | Level | Carrying Value | Fair Value |
| Financial Assets | | | |
| Trade receivables | 3 | 6,785.25 | 6,785.25 |
| Cash and cash equivalent | 3 | 639.91 | 639.91 |
| Other Bank Balances | 3 | 2,528.58 | 2,528.58 |
| Other Financial Assets | 3 | 178.87 | 178.87 |
| Security Deposits | 3 | 104.30 | 104.30 |
| Financial Liabilities | | | |
| Trade payables | 3 | 1,652.42 | 1,652.42 |
| Other-Financial Liabilities | 3 | 699.74 | 699.74 |

(Rs. in Lakhs)

| Particulars | As at 31 st March, 2023 | | |
|------------------------------|------------------------------------|----------------|------------|
| | Level | Carrying Value | Fair Value |
| Financial Assets | | | |
| Trade receivables | 3 | 5,335.17 | 5,335.17 |
| Cash and cash equivalent | 3 | 947.12 | 947.12 |
| Other Bank Balances | 3 | 2,538.36 | 2,538.36 |
| Other Financial Assets | 3 | 140.44 | 140.44 |
| Security Deposits | 3 | 109.51 | 109.51 |
| Financial Liabilities | | | |
| Trade payables | 3 | 2,124.16 | 2,124.16 |
| Other-Financial Liabilities | 3 | 860.14 | 860.14 |

Basis of Fair Value Hierarchy

The carrying amount of short term borrowings, trade payables, trade receivables, cash & cash equivalents and other financial assets and liabilities are considered to be the same at their Fair values, due to their short term nature.

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty. The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value



Notes to the financial statements for the year ended 31st March, 2024 (contd.)

measurements, cost has been considered as the best estimate of fair value. There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

Note No. 37 : DISCLOSURE AS PER IND AS 108 ' OPERATING SEGMENT'

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

| Particulars | For the Year Ended 31 st March, 2024 | For the Year Ended 31 st March, 2023 |
|---------------------------------|--|--|
| Revenue from external customers | 6,862.91 | 8,682.67 |
| India | 35,493.32 | 29,996.87 |
| TOTAL | 42,356.23 | 38,679.54 |

Note No. 38 : DISCLOSURE OF CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per section 135 of companies act the company is required to spend in every financial year , at least 2% of the average net profits of the company made during the three immediately preceding financial year in accordance with its CSR policy.

- A. Gross amount required to be spent by the Company during the year 2023-24 - Rs. 72.05 Lakhs (Year 22-23- Rs. 66.92 Lakhs).
 B. Amount spent during the year on:

| Particulars | Year 2023-24 | | | Year 2022-23 | | |
|---|--------------|----------------|-------|--------------|----------------|-------|
| | Paid | Yet to be paid | Total | Paid | Yet to be paid | Total |
| i) Construction/Acquisition of any assets | - | - | - | - | - | - |
| ii) Purposes other than (i) above | 73.03 | - | 73.03 | 67.00 | - | 67.00 |

* Pl. refer Note no. 27.2

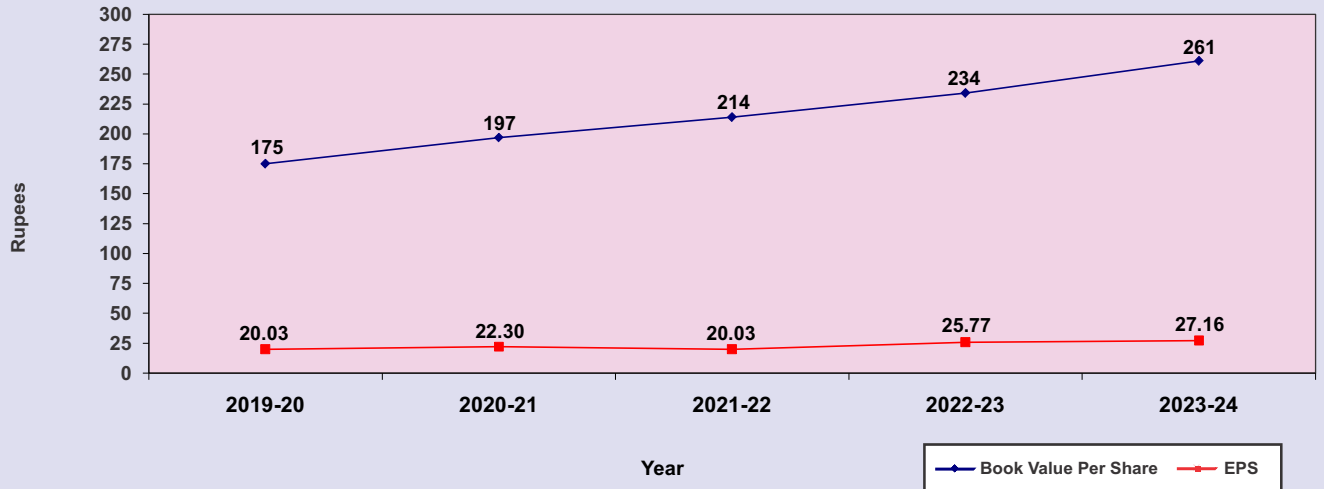
Note No. 39 : STRUCK OFF COMPANY

The company does not have any transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of companies Act, 1956.

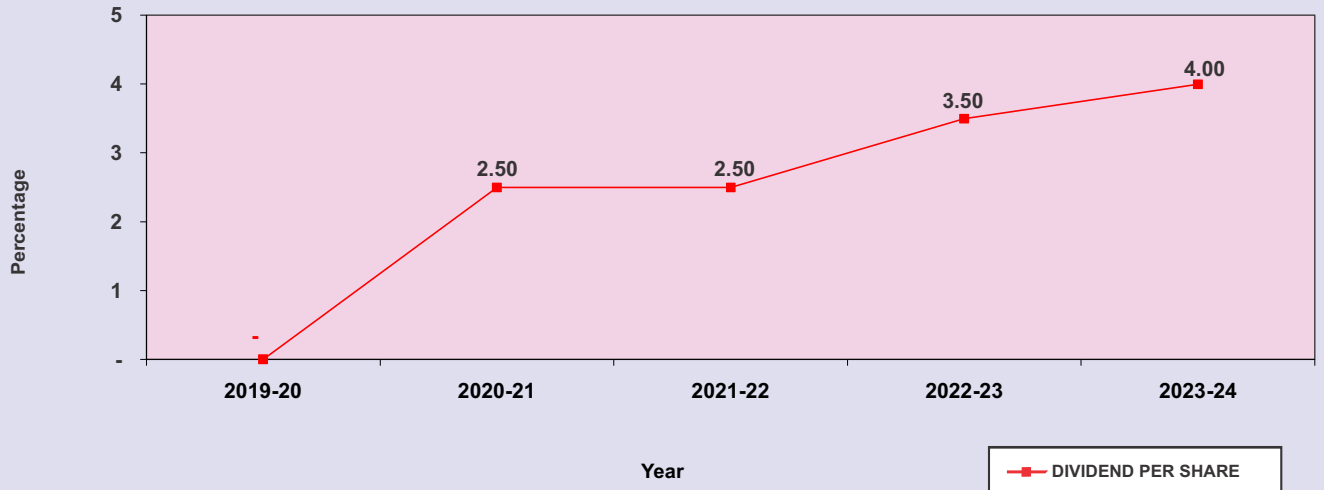
Note No. 40 : FINANCIAL PERFORMANCE RATIOS

| Ratio | Numerator | Denominator | Current Period | Previous Period | % Variance |
|----------------------------------|--|---|----------------|-----------------|------------|
| Current ratio | Current Assets | Current Liabilities | 6.32 | 5.24 | 20.47 |
| Debt-equity ratio | Total Debt | Total Equity | - | - | - |
| Debt service coverage ratio | Profit before Interest, Tax and Exceptional Items | Interest Expense+Principal Repayments made during the period for long term loans | - | - | - |
| Return on equity ratio | Profit after Tax | Shareholders equity | 10.42 | 11.02 | (5.53) |
| Inventory turnover ratio | Cost of Goods sold | Closing Inventory | 4.80 | 4.06 | 18.35 |
| Trade receivables turnover ratio | Revenue from Operations | Trade Receivables | 6.20 | 7.19 | (13.66) |
| Trade payables turnover ratio | Cost of Goods sold | Trade Payables | 14.48 | 11.92 | 21.49 |
| Net capital turnover ratio | Revenue from Operations | Working Capital | 2.85 | 2.85 | (0.02) |
| Net profit ratio | Profit after Tax | Revenue from Operations | 6.80 | 7.07 | (3.74) |
| Return on capital employed | Profit before Interest & Tax | Capital employed | 14.13 | 14.99 | (5.69) |
| Return on investment | Income Generated from invested funds | Avg Invested funds | 7.39 | 5.25 | 40.73 |

BOOK VALUE PER SHARE & EPS



DIVIDEND PER SHARE



MARKET CAPITALIZATION





AN ISO 9001 : 2015 COMPANY



MARKET LEADERS IN INDIA
for more than two decades

Experience

THE PODDAR ADVANTAGE[®]

Sets you Apart

GLOBAL PRESENCE
in more than 30 countries

AN ISO 9001:2015 QMS CERTIFIED
COMPANY MANUFACTURING COLOR &
ADDITIVE MASTERBATCHES

poddarpigmentsltd.com



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.