

PONDY OXIDES & CHEMICALS LIMITED *POCL*[®]

POCL:VS:2018-19

August 28, 2018

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

The 23rd Annual General Meeting of the Company is scheduled to be held on Saturday, September 22, 2018 at 11.30 A.M. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T. T. K Road, Chennai- 600 014.

Please find enclosed the notice of AGM issued by the Company.

Thanking You,

Yours faithfully,
For **Pondy Oxides and Chemicals Limited**



K Kumaravel
GM Finance & Company Secretary



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. India.

Ph. : +91 - 44 - 4296 5454, Fax : +91 - 44 - 4296 5455

e-mail : info@pocl.co.in Web : www.pocl.co.in

CIN No. : L24294TN1995PLC030586

NOTICE TO THE 23RD ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Saturday, September 22, 2018 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 168, T.T.K. Road, Royapettah, Chennai – 600 014 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of Board of Directors and Auditors thereon, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:
“RESOLVED THAT the Audited Financial statements for the year ended 31st March 2018 and Board’s Report and Auditor’s Report thereon be and are hereby received, considered and adopted.”
2. To declare final dividend of ₹ 3.00 (i.e. 30%) per equity share of ₹ 10/- each for the financial year ended March 31, 2018 and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:
“RESOLVED THAT the final dividend of ₹ 3/- per equity share of ₹ 10/- each (30%) as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2018 and that the same be paid out of the profits of the Company for the said financial year to those shareholders whose names appear in the Register of Members and the beneficial holders of the dematerialised shares as on 15th September 2018 as per the details provided by the Depositories for this purpose.”
3. To appoint a Director in the place of Mr. Anil Kumar Bansal (DIN: 00232223), who retires by rotation and being eligible, offers himself for reappointment and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT Mr. Anil Kumar Bansal (DIN: 00232223), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

4. To re-appoint Mr. Anilkumar Sachdev (DIN: 00043431), as an Independent Director of the Company.
To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act 2013, and the Companies (Appointment and Qualification of Directors), Rules 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr. Anilkumar Sachdev (DIN: 00043431) Independent Director of the Company who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for second consecutive period of five years for a term from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation.”
5. To approve the continuation of office of Mr. G P Venkateswaran (DIN 01509307), as Independent Director on completion of 75 years of age
To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the amendment made to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification no. SEBI/LAD-NRO/GN/2018/10 dated 9th May 2018 (which shall come into force from 1st April, 2019), approval of the members of the Company be and is hereby accorded for continuation of holding office by Mr. G P Venkateswaran (DIN:01509307) as an independent Director, who has attained the age of 75 (Seventy-Five) years, upto

the expiry of his present term of office, on the existing terms and conditions, duly approved by the Shareholders in their Annual General Meeting held on 17th September 2016.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the consent of the members be and is hereby accorded to ratify the remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) in addition to applicable taxes and out of pocket expenses, fixed by the Board of Directors, to M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai (having Firm Registration Number 00085), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2017-18.”

By Order of the Board
For **PONDY OXIDES AND CHEMICALS LIMITED**

Place : Chennai
Date : 07.08.2018

K. Kumaravel
GM Finance & Co. Secretary
Membership No. : 10921

NOTES:

- A member entitled to attend and vote at the Annual General Meeting (the “meeting” or “AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy so appointed need not be a member of the Company.**

The proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Corporate member(s) intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
- An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
- Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) in respect of the directors seeking appointment / re-appointment at the meeting is furnished and forms part of the Notice.
- The registers i.e. Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements maintained under Section 170 and Section 189 of the Act respectively will be available for inspection to the members at the meeting.

6. The copies of the Annual Report 2017-18 including the notice of the 23rd Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting, attendance slip and proxy form are being sent by electronic mode to all the members whose email-ids are registered with the company / depositories for communication purposes. For members who have not registered their email address, the aforesaid documents are being sent in the permitted mode.
7. Members may also note that the notice of the 23rd Annual General Meeting, proxy form and the Annual Report 2017-18 shall be placed on the Company's website www.pocl.co.in. The physical copies will also be available at the registered office of the company for inspection during normal business hours on working days.
8. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The company or its Registrars and Share Transfer Agents, Cameo Corporate Services Limited ("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes i.e. change in address or bank mandates are to be advised only to the concerned Depository Participant by the members.
10. Members holding shares in physical form are requested
 - to advise any change in their address immediately to Cameo Corporate Services Limited.
 - to update their Bank details already registered with the Company / Cameo Corporate Services Limited or register their bank details by submitting the duly completed National Electronic Clearing Services (NECS) mandate form attached to this annual report and forward the same to Cameo Corporate Services Limited to enable the Company to remit the dividend through NECS.
11. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA/Depositories for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. SEBI vide circular dated April 20, 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly, individual letters are being sent to those shareholders whose PAN and Bank account details are not available with the Company. Such shareholders are requested to provide the information at the earliest to the Company/ RTA.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo Corporate Services Limited, for consolidation into a single folio.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, yet to be notified (Proposed effective date is December 05, 2018). Members can contact the Company or Cameo Corporate Services Limited for assistance in this regard.
15. Members seeking any information with regard to the financial statements are requested to write to the Company at kk@pocl.co.in at least 7 days before the Annual General Meeting so as to enable the management to keep the information ready at the Annual General Meeting.
16. Members and proxies are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

18. (a) The Company has notified closure of Share Transfer Books from September 16, 2018 to September 22, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- (b) The dividend on Equity Shares, if declared at the Meeting, will be credited/ dispatched within thirty days to those shareholders whose names are on the Company's Register of Members as on September 15, 2018. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

19. Investor Education Protection Fund:

- a) Members who have not encashed their dividend warrants for the year 2011-12 and years thereafter are requested to approach the Company for revalidation/issue of duplicate warrants quoting their Ledger Folio/DP-Client ID.
- b) Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with applicable rules, the Company has transferred the unpaid or unclaimed dividends for the financial years 2009-10 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
- c) Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2018 on the website of the Company (www.pocl.co.in).
- d) Pursuant to provisions of Section 124 of the Companies Act, 2013 read with applicable rules, unpaid dividend due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the year ended	Date of Declaration	Proposed date of Transfer*
March 31, 2011	September 24, 2011	September 28, 2018
March 31, 2012	September 07, 2012	September 11, 2019
March 31, 2013	August 27, 2013	August 31, 2020
March 31, 2014	September 12, 2014	September 16, 2021
March 31, 2015	September 16, 2015	September 20, 2022
March 31, 2016	September 17, 2016	September 21, 2023
March 31, 2017	September 27, 2017	September 30, 2024

*Indicative dates, actual dates may vary.

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

20. Information and other instructions relating to e-voting are as under:

General Instructions

1. Voting through electronic means: In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Company is providing e-voting facility to the members to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting ('Remote e-voting').

2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility
3. The remote e-voting facility will be available during the following period:

● <i>Commencement of remote e-voting</i>	: From 9.00 a.m. (IST) on September 19, 2018
● <i>End of remote e-voting</i>	: Up to 5.00 p.m. (IST) on September 21, 2018
4. Once the vote is cast by a Member, it cannot be subsequently changed or voted again. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
5. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. The facility for voting through ballot will also be made available at the AGM and members who could not cast their vote by remote e-voting, may cast their vote at the AGM through ballot paper.
7. The Voting rights of shareholders shall be in proportion to their shares in the paid-up share capital of the Company as on September 15, 2018. Members holding shares either in physical form or dematerialized form, as on September 15, 2018 i.e. cut-off date, may cast their vote electronically. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on September 15, 2018, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com.
9. The Board of Directors of the Company at their meeting held on 24th May 2018 have appointed M/s. KSM Associates, Practicing Company Secretaries represented by Mr. Krishna Sharan Mishra as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the purpose.
10. At the Annual General Meeting, at the end of the discussion on the resolutions on which the voting is to be held, the Chairman would, with the assistance of the Scrutinizer, order voting by ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
11. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company. The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes cast in the favour of or against, if any. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
12. The results along with the Scrutinizer's Report will be placed on the website of the Company www.pocl.co.in and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited.

Steps for e-Voting

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on **Shareholders**.

3. Now Enter your User ID

For CDSL	16 digits beneficiary ID
For NSDL	8 Character DP ID followed by 8 Digits Client ID
Members holding shares in Physical Form	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 had logged on to www.evotingindia.com and voted on an earlier 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 Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

7. After entering these details appropriately, click on "SUBMIT" tab.

8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

10. Click on the EVSN of PONDY OXIDES AND CHEMICALS LIMITED.

11. 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.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.
17. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
20. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. K. Kumaravel, Company Secretary at KRM Centre, 4th Floor No. 2, Harrington Road, Chetpet, Chennai 600 031, Phone: 044-42965454, Email ID : kk@pocl.co.in.

EXPLANATORY STATEMENT

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

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

ITEM NO. 4

The Shareholders of the Company, in their Meeting held on September 12, 2014, appointed Mr. Anilkumar Sachdev (DIN: 00043431) as an Independent Director of the Company for a period of 5 years commencing from April 01, 2014 and ending March 31, 2019. Mr. Anilkumar Sachdev is MBA in Finance and holds the position of Chairman of all the Committees of the Board. Taking into account, the expertise and contribution made by Mr. Anilkumar Sachdev to the Board and as recommended by the Nomination and Remuneration Committee, the Board proposes to re-appoint him as Independent Director for a second consecutive term of 5 years commencing from April 1, 2019 to March 31, 2024.

In the opinion of the Board, Mr. Anilkumar Sachdev fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations. The details as required by the Secretarial Standard on the General Meetings and SEBI Listing Regulations are provided in the Annexure to this Notice.

Other than Mr. Anilkumar Sachdev, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. Your Directors recommends the resolution set out in Item No. 4 of the Notice for approval by the Members as a Special Resolution.

ITEM NO. 5

SEBI vide notification dated May 9, 2018 has inserted a new sub regulation wherein it has mandated the passing of a special resolution for appointing Directors or continuation of Directorship of Directors who are non-executive and who have completed 75 years of age.

Mr. G P Venkateswaran (DIN 01509307), Independent Director of the Company, was appointed by Shareholders at their Annual General Meeting held on 17th September 2016 for a period of 5 years and he attained 75 years of age in the month of June, 2018. Pursuant to the recent SEBI Amendment (effective from April 1, 2019) approval of the shareholders by way of Special Resolution is being sought for continuation of his Directorship for his remaining tenure at the existing terms and conditions.

Mr. G P Venkateswaran, is a qualified Chartered Accountant and Company Secretary with rich and varied experience in the fields of Finance and Corporate Laws. He is a member of the Audit Committee and his financial expertise will be required in the operation of the Company. The Nomination and Remuneration Committee and the Board recommends the continuation of his office as an Independent Director.

The particulars of Mr. G.P.Venkateswaran viz., qualification, expertise and directorships and memberships of other Board Committees of listed entities are furnished in this annual report and forms part of this notice.

Mr. G.P.Venkateswaran is interested in the resolution as set out at Item No. 5 of this notice with regard to his appointment as an Independent Director. Save and except the above, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Directors recommend the resolution set out in Item No. 5 of the Notice for approval of the Members to be passed as a special resolution.

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vivekanandan Unni & Associates as the Cost Auditor (having Firm Registration Number 00085) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

The remuneration payable to the cost auditor is ₹ 30,000 (Rupees Thirty Thousand Only) excluding taxes and reimbursement of incidental expenses incurred by the Auditor for carrying out the cost audit

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2018.

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

By Order of the Board
For **PONDY OXIDES AND CHEMICALS LIMITED**

Place : Chennai
Date : 07.08.2018

K.KUMARAVEL
GM FINANCE & CO. SECRETARY
Membership No. : 10921

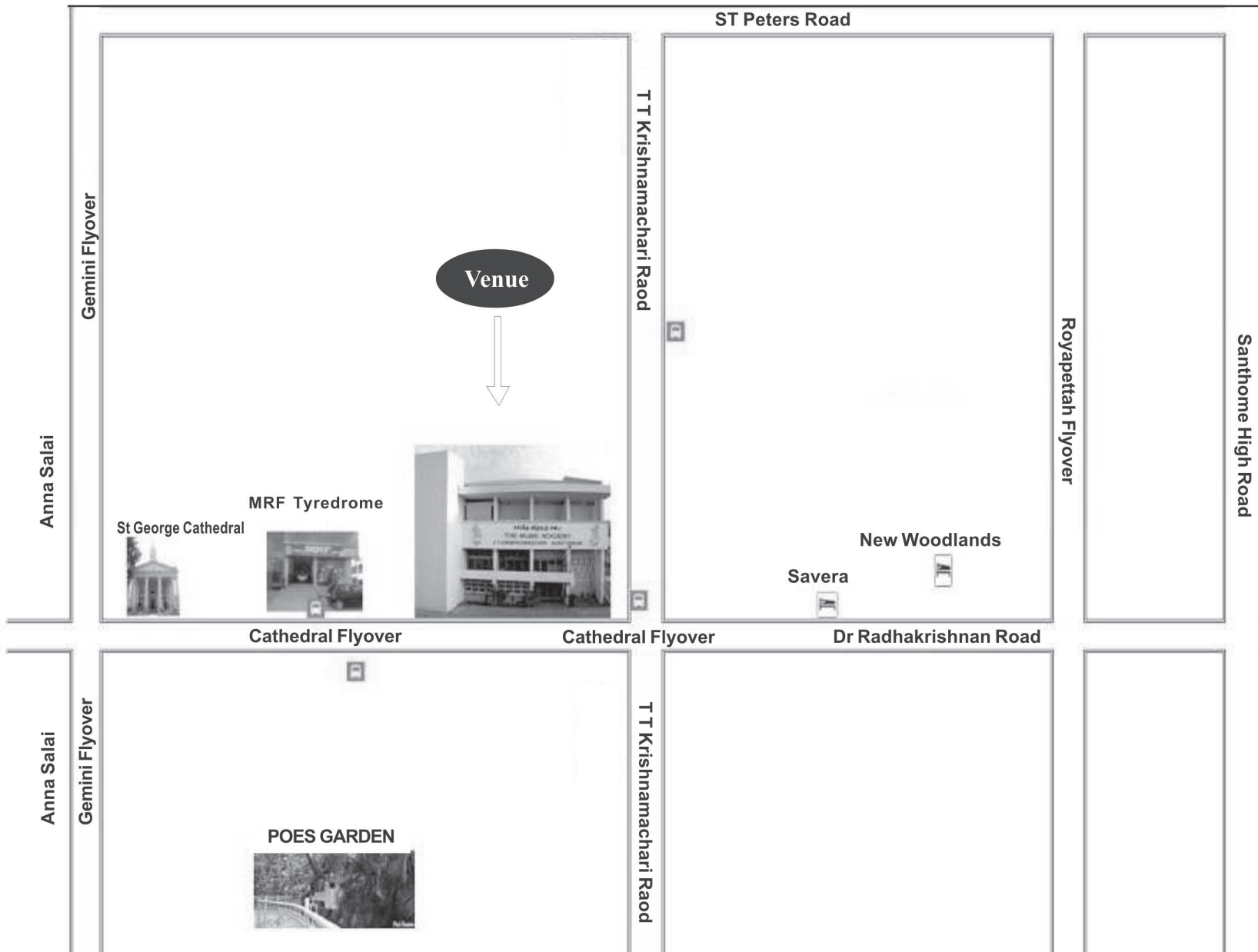
Annexure to the Notice

BRIEF PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

NAME OF THE DIRECTOR	ANIL KUMAR BANSAL	ANILKUMAR SACHDEV	G P VENKATESWARAN
DIN	00232223	00043431	01509307
Date of Birth/ Age	02.11.1953/64	19.12.1953/64	14.06.1943/75
Date of first appointment on the Board of Directors	21.03.1995	02.09.1995	12/11/2015
Last drawn remuneration	₹ 5,85,000 p.m	NA	NA
Brief resume of the Director	Mr. Anil Kumar Bansal is the Chairman of the Company and is a part of the Board from the Company's Inception. He holds a Bachelors' degree in Science	Mr. Anilkumar Sachdev, MBA, is the Chairman of all the Committees of the Board including the Audit Committee. He guides the Company on various critical decision making process.	Mr. G.P. Venkateswaran is a qualified Chartered Accountant and a Company Secretary having rich experience in Finance and Corporate Laws.
Relationship between Directors inter-se	Brother of the Mr. R.P. Bansal, Whole-Time Director and father of Mr. Ashish Bansal, Managing Director.	Nil	Nil
Expertise in specific functional areas	Monitoring of the performance of the Board and identifying the long-term vision of the Company	MBA (Finance)	B.Com, FCA, FCS
Terms and Conditions of Appointment along with the Remuneration	As stated in the Notice	As stated in the Notice	As stated in the Notice
Number of Board Meetings attended during the year	4	4	4
Directorship in other Companies	Nil	Horizon Paper Box Private Limited	Forzia Tech Pvt Limited., and Anugraha Educational and Consultancy Services Private Limited
Membership/Chairmanship of Committee across other public Companies, Committees, if any.	Nil	Nil	Nil
Number of Shares held as on March 31, 2018.	6,22,761	1,815	275

Route map for the venue of 23rd AGM of Ponds Oxides and Chemicals Limited
to be held on Saturday, September 22, 2018 at 11:30 a.m.



NATIONAL ELECTRONIC CLEARING SERVICES (NECS) MANDATE FORMAT

To
Cameo Corporate Services Limited
Unit : Pondy Oxides and Chemicals Limited
Subramanian Building,
1, Club House Road,
Chennai – 600 002

Dear Sir,

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND / INTEREST please fill-in the information in CAPITAL LETTERS and in ENGLISH ONLY.

Please TICK (✓) wherever is applicable.

For shares held in physical form

Master Folio No.

----- For Office Use Only-----
ECS Ref.No.

For shares held in electronic form

DP. ID

Client Id

Note: On de-materialization of existing physical shares, for which you have availed ECS facility, this form needs to be re-submitted to your Depository Participant.

*PAN.NO.....

Email address:-

Name of First holder
Bank name
Branch name
Branch code
(9 Digits Code Number appearing on the MICR band of the cheque supplied by the Bank) Please attach a xerox copy of a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account type Savings Current Cash Credit

A/c No. (as appearing in the cheque book)

Effective date of this Mandate

I, hereby, declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above Cameo Corporate Services Limited will not be held responsible. I agree to avail the ECS facility provided by RBI, as and when implemented by RBI/**Company**.

I further undertake to inform the Company any change in my Bank/branch and account number.

Date : _____

(Signature of First holder)

PONDY OXIDES AND CHEMICALS LIMITED

L24294TN1995PLC030586

Regd Office: KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet,
Chennai - 600 031.

Form No. MGT-11

Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Member :

Registered Address :

Email ID :

Folio :

DP ID/Client ID :

I/We, being the member holding shares of Pondy Oxides and Chemicals Limited, hereby appoint:

1. of having e-mail id
or failing him

2. of having e-mail id
or failing him

3. of having e-mail id

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Saturday, September 22, 2018 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014 and at any adjournment thereof in respect of the following such resolutions as indicated below:

Resolu- tions No.	RESOLUTION
	Ordinary Business
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with Board of Directors and Auditors Report thereon.
2	To declare dividend on Equity Shares for the financial year ended March 31, 2018.
3	To appoint a Director in the place of Mr. Anil Kumar Bansal (DIN: 00232223), who retires by rotation and being eligible, offers himself for re-appointment.

(Contd.,)

Resolutions No.	RESOLUTION
	Special Business
5	To re-appoint Mr. Anilkumar Sachdev (DIN: 00043431), as an Independent Director of the Company.
6	To approve the continuation of office of Mr. G P Venkateswaran (DIN 01509307), as Independent Director on completion of 75 years of age
7.	To ratify the remuneration of the Cost Auditors for the financial year 2017-18.

Signed this.....day of..... 2018



Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

PONDY OXIDES AND CHEMICALS LIMITED

CIN: L24294TN1995PLC030586

Regd Office: KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031.

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the Entrance of the Meeting Hall

Name of the Shareholder :

Address of the Shareholder :

DP ID/ Client ID/Folio No :

No of Shares held :

I certify that I am a member /proxy/authorised representative for the member of the Company.

I hereby record my presence at the 23rd **Annual General Meeting** of the Company held on Saturday, September 22, 2018 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014.

Signature of the Shareholder/Proxy