

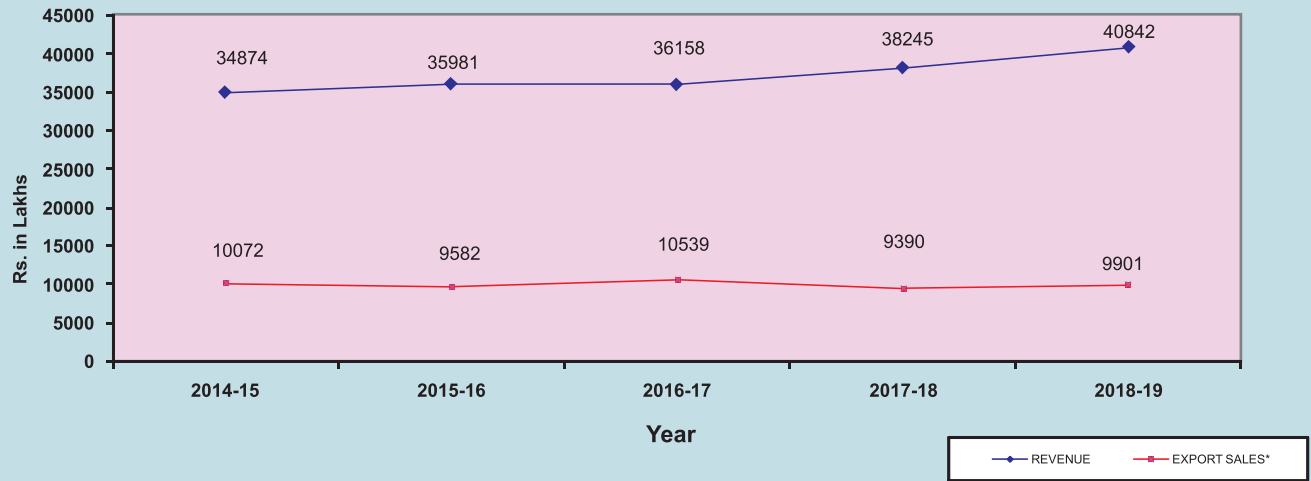
ANNUAL REPORT 2018-19

PODDAR
PIGMENTS



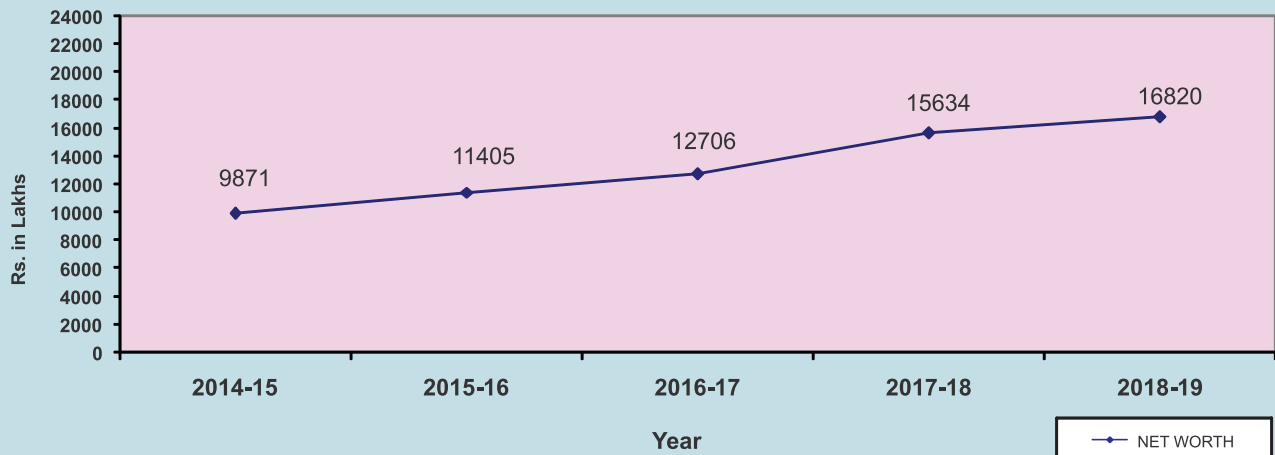
BRINGING
COLOURS
TO LIFE

REVENUE RECEIPTS & EXPORT



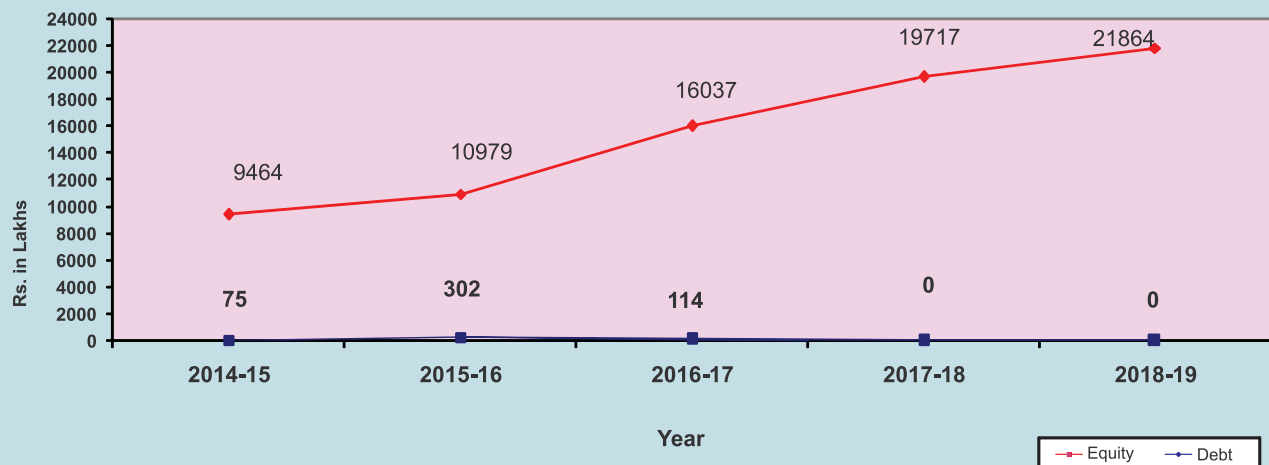
1. Revenue including tax and export Sales excluding deemed export.
2. Figures for the year 2014-15 and 2015-16 considered as per IGAAP, and 2016-17 to 2018-19 as per Ind AS

NET WORTH



1. Figures for the year 2014-15 and 2015-16 considered as per IGAAP, and 2016-17 to 2018-19 as per Ind AS
2. Net Worth exclude other comprehensive income.

DEBT EQUITY



Figures for the year 2014-15 and 2015-16 considered as per IGAAP, and 2016-17 to 2018-19 as per Ind AS



BOARD OF DIRECTORS

Shri S.S.Poddar, Managing Director

Shri Gaurav Goenka, JMD

Shri R.K.Sureka, CEO

Smt. Mahima P. Agarwal, NED

Smt. Lalitha Kumaramangalam, ID

Shri M.K.Sonthalia, ID

Shri N.Gopalaswamy, ID

Shri M.Mahadevan, ID

AUDITORS

M/s. M. L. Garg & Company

Chartered Accountants

New Delhi

BANKERS

State Bank of India

Punjab National Bank

ICICI Bank

REGISTERED OFFICE & WORKS

E-10-11 & F-14 to 16, RIICO Industrial Area

Sitapura, Jaipur-302 022 (Rajasthan)

CIN: L24117RJ1991PLC006307

Telephone Number: 0141-2770202- 203

Fax Number: 0141-2771922

Email Address: jaipur@poddarpigmentsltd.com

Website address: www.poddarpigmentsltd.com

CORPORATE OFFICE

302, Nanak Chambers,

3rd Floor, (Opp. Fun Republic),

New Link Road,

Andheri (W), Mumbai-400053



CONTENTS

PAGES

Notice	3
Directors' Report	16
Management Discussion and Analysis	36
Report on Corporate Governance	39
Auditors' Certificate on Corporate Governance	52
Auditors' Report	53
Balance Sheet	60
Statement of Profit & Loss	61
Cash Flow Statement	62
Notes to the Accounts	65



NOTICE

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

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019 and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri R. K. Sureka (DIN: 00058043), Director & CEO, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the Financial Year 2019-20 and in this regards, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:
"RESOLVED THAT, pursuant to the provision of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration to M/s K. G. Goyal & Associates, Cost Accountants, Jaipur, (Firm Registration Number 000024) as Cost Auditors appointed by the Board of Directors of the Company for the Financial Year 2019-20, fixed at Rs. 55000/- (Rupees Fifty Five Thousand only) and Taxes as applicable be and is hereby ratified."
5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and subject to statutory approvals, if any, consent be and is hereby accorded for appointment of Shri Gaurav Goenka (DIN: 00375811), as Joint Managing Director of the Company for a period of 3 years from 1st April, 2019 to 31st March, 2022 and remuneration payable to him for a period of 2 years from 1st April, 2019 to 31st March, 2021."
RESOLVED FURTHER THAT the remuneration to the Joint Managing Director on account of Basic Salary & perquisites and additional remuneration are mentioned below:

1. Remuneration:-

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

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

CATEGORY - A

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

Note: All the perquisites will be interchangeable i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisite(s) or the ceiling of perquisites may be reduced by corresponding increase in Basic Salary.

CATEGORY -B

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

- (a) Company's contribution to Provident Fund & Superannuation Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity not exceeding half a month's salary for each completed year of service.
- (c) Encashment of leave in accordance with the Company's Rules.

2. Other Terms for additional remuneration:

Where in any financial year during the currency of term of Joint Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Joint Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of Schedule V to the Companies Act, 2013 and such approvals as may be required.

In the event of any amendment in Schedule V of the Companies Act, 2013 the limit as specified in revised schedule shall be applicable.

The Board of Directors of the Company be and is hereby authorized to alter, vary and modify the terms and conditions of appointment of Shri Gaurav Goenka



(DIN: 00375811) from time to time during the tenure of his appointment as Joint Managing Director of the Company including salary, perquisites and additional remuneration.

The Board of Directors of the Company be and is hereby authorized to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and subject to statutory approvals, if any, consent be and is hereby accorded for payment of revised remuneration for remaining term of appointment i.e. from 01.04.2019 to 30.09.2019, re-appointment of Shri S. S. Poddar (DIN: 00058025), as a Managing Director of the Company for a period of 5 years from 1st October, 2019 to 30th September, 2024 and remuneration payable to him for a period of 2 years from 1st October, 2019 to 30th September, 2021.

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

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

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

CATEGORY - A

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

Note: All the perquisites will be interchangeable i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisite(s) or the ceiling of perquisites may be reduced by corresponding increase in Basic Salary.

CATEGORY-B

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

- (a) Company’s contribution to Provident Fund & Superannuation Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity not exceeding half a month’s salary for each completed year of service.
- (c) Encashment of leave in accordance with the Company’s Rules.

CATEGORY-C

- (a) Provision of car with driver for use on Company’s business (not considered as a perquisite). The use of car for private purpose shall be billed by the Company to the Managing Director.
- (b) Provision of telephone at the residence of the Managing Director at Company’s cost (not considered as a perquisite). Personal long distance calls shall be billed by the Company to the Managing Director.

2. Other Terms for additional remuneration:

Where in any financial year during the currency of term of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, however subject to the provisions of Schedule V to the Companies Act, 2013 and such approvals as may be required.

In the event of any amendment in Schedule V of the Companies Act, 2013 the limit as specified in revised schedule shall be applicable.

The Board of Directors of the Company be and is hereby authorized to alter, vary and modify the terms and conditions of appointment of Shri S. S. Poddar (DIN: 00058025) from time to time during the tenure of his appointment as a Managing Director of the Company including salary, perquisites and additional remuneration.

The Board of Directors of the Company be and is hereby authorized to settle any questions, doubts or difficulties and to do all such acts, deeds, matters and



things as may be necessary, desirable or expedient to give effect to this resolution without being required to seek further approval of the Members and the approval of the Members shall be deemed to have been given thereto expressly by the authority of this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (The Act) and subject to statutory approvals, if any, consent of the Company be and is hereby accorded for payment of managerial remuneration in excess of 5% of the net profit of the Company for the year to one managerial personnel and in excess of 10% of the net profit for all of them taken together. However the overall managerial remuneration shall not exceed 15% of net profit of the Company in any year.”

8. To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Lalitha Kumaramangalam (DIN: 08259526), who was appointed as an Additional Director of the Company to hold office as an Independent Director in the Board Meeting held on 18.10.2018 and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto 31st March, 2024”.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri M. K. Sonthalia (DIN: 00021297), who was appointed as an Additional Director of the Company to hold office as an Independent Director w.e.f. 1st April 2019 in the Board

Meeting held on 14.03.2019 and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term upto 31st March, 2024.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri N. Gopalaswamy (DIN: 00017659), who was appointed as an Additional Director of the Company to hold office as an Independent Director w.e.f. 1st April 2019 in the Board Meeting held on 14.03.2019 and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term upto 31st March, 2024”.

Registered Office:

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

By order of the Board

NAVIN JAIN
Sr. GM (Legal) &
Company Secretary

DATE: 23rd July, 2019

NOTES:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business under Item Nos. 4 to 10 of the accompanying Notice is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the



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

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 14.09.2019 to 21.09.2019 (both days inclusive).
4. As required under Listing Regulations and Secretarial Standard-2 on General Meeting details in respect of directors seeking appointment / re-appointment at the 28TH AGM, is separately annex to hereto. Directors seeking appointment / re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder. Profile of Shri Gaurav Goenka, Shri S.S. Poddar, Smt Lalitha Kumaramangalam, Shri M.K.Sonthalia, Shri N. Gopalaswamy & Shri R. K. Sureka, required to be provided pursuant to Listing Regulations, are furnished in the Corporate Governance Report published elsewhere in the Annual Report as well as in the end of the notice.
5. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
6. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, during the year, unclaimed final dividend amount of Rs. 591980/- of the Company for the Financial Year ended March 31, 2011 has been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013. The dividend for the financial year ended 31 March, 2012 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013 and the rules made thereunder as and when becomes due. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.
7. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) is furnished in the Corporate Governance Report.
8. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Amendments Rules, 2017, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September, 20, 2018 (date of last Annual General Meeting) on the website of the Company (www.poddarpigmentsltd.com), as also on the Ministry of Corporate Affairs website.
9. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority :
Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('Rules'), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.
10. Claiming of Shares and Dividends which were transferred to Investor Education and Protection Fund Authority(IEPF):
No claim shall lie against the Company in respect of these equity share post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application. The details of which are available at www.iepf.gov.in.
11. If the Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after 05.10.2019 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as on the close of business hours on 13.09.2019;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 13.09.2019.
12. Please note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participants, as the case may be.
13. Members are requested:
 - a. to bring their copy of the Annual Report at the Meeting.
 - b. to notify any change in their address to M/s Link Intime India Private limited (R&T) / Company.
14. In case of transfer of physical shares as applicable, the



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

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

19. REMOTE E-VOTING

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

- i) The remote voting period begins on 18.09.2019 (9.00 a.m. IST) and ends on 20.09.2019 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iv) Click on Shareholders/Members.
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.

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

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

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

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



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

Other Instructions :

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

applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Listing Regulations, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

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

ANNEXURE TO NOTICE

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

Item No. 4

On the basis of recommendation of the Audit Committee, the