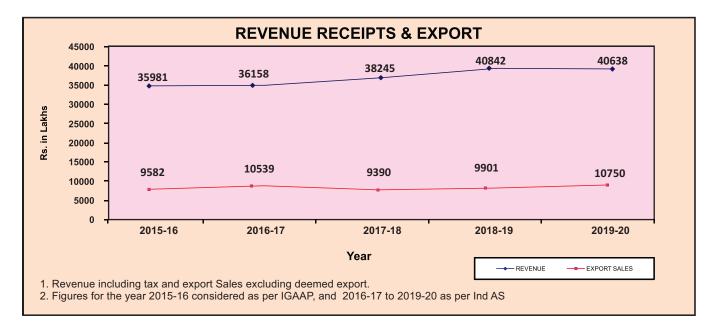
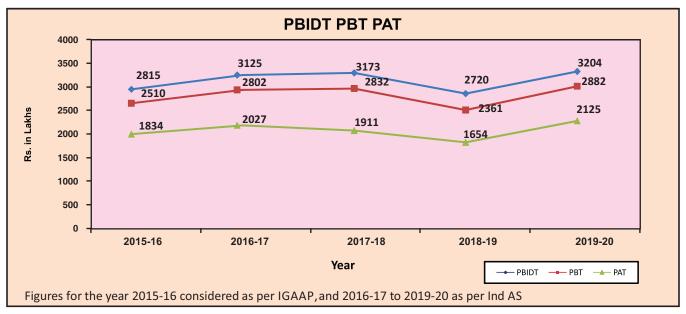
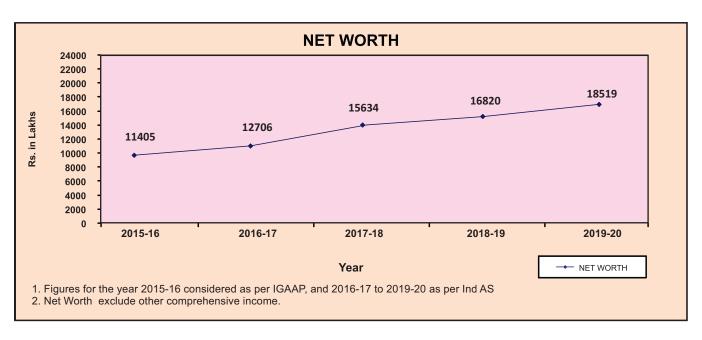
Colours for a world without limits.

ANNUAL REPORT 2019-20











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



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NOTICE

NOTICE is hereby given that the TWENTY - NINTH ANNUAL GENERAL MEETING of the Members of the Company will be held ON WEDNESDAY, THE 30TH SEPTEMBER, 2020 AT 11.00 A. M. through Video Conferencing ("VC") /Other Audio-Visual Means (OAVM") Facility to transact the following business (es):

ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statement of the Company for the Financial year ended 31st March, 2020 and the Reports of the Board of Directors' and Auditors' thereon.
- 2. To appoint a Director in place of Smt. Mahima P. Agarwal (DIN: 03588809), Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

 To ratify the remuneration of Cost Auditors for the Financial Year 2020-21 and in this regards, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT, under 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 reenactment(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 2020-21, fixed at Rs. 55000/- (Rupees Fifty-Five Thousand only) and Taxes as applicable be and is hereby ratified."

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

By order of the Board of Directors
For Poddar Pigments Limited
Sd/NAVIN JAIN
AVP (Legal) &
Company Secretary

E-mail: jaipur@poddarpigmentsltd.com Website: www.poddarpigmentsltd.com CIN: L24117RJ1991PLC006307

DATE: 31st August, 2020

NOTES:

1. Given the outbreak of the COVID-19 pandemic, social distancing norms and continuing restrictions on the movement of persons at several places in the country and according to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act,

2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 29th AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of the Members at a common venue, the deemed venue for the 29th AGM shall be the Registered Office of the Company.

- 2. The Explanatory Statement setting out material facts, under 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. 3 of the accompanying Notice is annexed herein.
- 3. The details required under Listing Regulations and Secretarial Standard-2 on General Meeting details pertaining to directors seeking appointment/re-appointment at the 29th AGM, is separately annexed. 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 Smt. Mahima P. Agarwal required to be provided according to Listing Regulations, are furnished in the Corporate Governance Report published elsewhere in the Annual Report as well as at the end of the notice.
- 4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for the appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed here. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed to participate in the 29th AGM and to register their e-Vote through VC/OAVM Facility.
- 5. The Members may join the 29th AGM through VC/ OAVM Facility by following the procedure mentioned below in the Notice which shall be kept open for the Members from 10.45 A.M. IST ie.15 (fifteen) minutes before the time scheduled to start the 29th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled start time. Members may note that the VC/OAVM Facility, allows participation of the least 1,000 Members on a 'first-come-first-serve' basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 29th AGM without any restriction.
- 6. The attendance of the Members participating in the 29th



AGM through VC/OAVM Facility shall be counted to reckon the guorum under Section 103 of the Act.

 Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. 22.09.2020.

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

Given the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the Circulars issued by the MCA and SEBI Circular, the Annual Report for the year 2019-20 including Notice of the 29th AGM of the Company, inter alia, indicating the process and manner of e-voting are being sent only by Email, to all the Members whose Email IDs are registered with the Company/Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the Circulars issued by MCA and SEBI Circular, the Annual Report including Notice of the 29th AGM of the Company will also be available on the website of the Company at www.poddarpigmentsltd.com. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited at https://instavote.linkintime.co.in.

- 9. The Register of Members and Share Transfer Books of the Company shall remain closed from 23.09.2020 to 30.09.2020 (both days inclusive).
- Since the 29th AGM will be held through the VC/ OAVM Facility, the Route Map of the venue of the Meeting is not relevant.
- 11. Members holding shares in electronic form are requested to intimate immediately any change in their address 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 of address immediately to the Company/RTA, Link Intime India Private Limited.
- 12. In case of transfer of physical shares as applicable, the instrument of Share Transfer complete in all respect should be sent to reach the Registered Office of the Company or at the office of R&T Agent before the closure of the Register of Members as stated above.
- 13. All documents referred to in the accompanying Notice and the Explanatory Statement are available on the website of the Company at www.poddarpigmentsltd.com for inspection by the Members up to the date of 29th AGM.
 - During the 29th AGM, Members may access the scanned

copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act on website of the Company.

- 14. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and a self-attested copy of PAN card at jaipur@poddarpigmentsltd.com or to RTA, M/s Link Intime India Private limited (R&T) at rnt.helpdesk@linkintime.co.in.
 - Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.

An email-id registration form is enclosed to this notice.

- 15. Members must 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.
- 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the 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/RTA.
- 17. Members who are yet to encash their earlier dividend warrants for FY 2012-13 and onwards are requested to contact the office of the Company Secretary & Compliance Officer/ Registrar and Transfer Agent (RTA) of the Company for revalidation of the dividend warrants/issue of fresh demand drafts. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 21, 2019 on the website of the Company www.poddarpigmentsltd.com and also on the website of the Ministry of Corporate Affairs.

Under 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. 15,87,092/- of the Company for the FY ended March 31, 2012 has been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government according to Section 125 of the Companies Act, 2013. The dividend for the financial year ended 31 March, 2013 and thereafter, which remain unclaimed for 7 years will be transferred by the Company to IEPF under Section 125 of the Companies Act, 2013 and the rules made thereunder as and when it 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.

- Information regarding such unclaimed dividends when they become due for transfer to the IEPF is furnished in the Corporate Governance Report.
- 19. Compulsory transfer of Equity Shares to IEPF Authority:

According 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.

 Claiming of Shares and Dividends which were transferred to IEPF:

No claim shall lie against the Company concerning such 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 this are available at www.iepf.gov.in.

- 21. Members who wish to obtain any information on the Company or view the financial statements for the financial year ended March 31, 2020 may visit the Company's website at www.poddarpigmentsltd.com or send their queries to Jaipur@poddarpigmentsltd.com at least Ten (10) days before the date of the 29th AGM. The same will be replied to by/on behalf of the Company suitably.
- 22. In case of joint holders attending the 29th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

Registration of email ID and Bank Account details:

- (a) In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
- (b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of earlier year dividends, the following instructions to be followed:
 - (i) Kindly log in to the website of the RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registrationfill in the details and upload the required documents and submit. OR

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the Demat account as per the process followed and advised by the DP.

23. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amended 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.

24. VOTING

In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members with the facility to cast their votes either for or against each resolutions outlined in the Notice of the 29th AGM using electronic voting system ('remote e-voting') and e-voting (during the 29th AGM), provided by the RTA and the business may be transacted through such voting.

Only those Members who will be present in the 29th AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 29th AGM.

The voting period begins on 27.09.2020 (9.00 AM IST) and ends on 29.09.2020 (5.00 PM IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 22.09.2020 may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 29th AGM and holds shares as of the cut-off date i.e. 22.09.2020, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. However, if a Member is already registered with the RTA for e-voting, then he/she can use the existing user id and password/PIN for casting the vote.

(A) THE INSTRUCTIONS FOR REMOTE E-VOTING ARE AS FOLLOWS:

 Open the internet browser and launch the URL: https://instayote.linkintime.co.in

Those who are first-time users of LIIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- ä Click on "Sign Up" under 'SHAREHOLDER' tab and register with your following details: -
- A. User ID: Enter your User ID
 - Shareholders/members holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/members holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID



- Shareholders/members holding shares in physical form shall provide the Event No + Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders/members holding shares in CDSL Demat account shall provide either 'C' or 'D', above
 - Shareholders/members holding shares in NSDL Demat account shall provide 'D', above
 - Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - ä Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in Demat form and have registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier event of any company then they can use their existing password to login.

- 2. Click on 'Login' under 'SHAREHOLDER' tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- 5. E-voting page will appear.
- Refer to the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on 'Login' under 'SHAREHOLDER' tab and then Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - If the shareholders/members has a valid email address, a Password will be sent to his/her registered e-mail address.
 - Shareholders/members can then reset their password by answering the Security Question and , providing PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain a minimum of 8 characters, at least one special character(@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.
 - It is strongly recommended not to share your password with anyone and to take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/members holding multiple folios/Demat accounts shall choose the voting process separately for each of the folios/ Demat accounts.

In case shareholders/members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or send an email to enotices@linkintime.co.in or contact on: -Tel: 022-49186000.

(B) PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- Open the internet browser and launch the URL: https://instameet.linkintime.co.in
 - ä Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16



digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL Demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL Demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
- C. Mobile No.: Enter your mobile number.
- Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMEET website.

(C) INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

- Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on the email id i.e. njain@poddarpigmentsltd.com for the Annual General Meeting.
- Shareholders will get confirmation on a first-cum firstserve basis depending upon the provision made by the client.
- 3. Shareholders will receive "speaking serial number" once they mark their attendance for the meeting.
- You may start your conversation with the panellist by switching on the video and audio of your device in your turn.
- Please remember to state your serial number before starting your conversation with panellist
- 6. Other shareholders may ask questions to the panellists, via an active chat-board during the meeting.

Shareholders are requested to speak only when the moderator of the meeting/ management announces their name and serial number for speaking.

(D) INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/members who have not exercised their vote through remote e-voting can cast their vote as follows:

- On the Shareholders VC page, click on the link for e-Voting 'Cast your vote'.
- Enter your 16 digit Demat Account No./Folio No. and an OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- After a successful login, you will see 'Resolution Description' and under that the option 'Favour/Against' for voting.
- Cast your vote by choosing your desired option i.e. 'Favour/Against'. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After you have made your selection by choosing between 'Favour/Against', click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else click on 'Back' and modify/change your vote.
- Once you click on 'Confirm', you will not be allowed to go back and modify/change your vote for the resolution.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting before the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for a better experience.

Shareholders/ Members are required to have good Internet connectivity (preferably 2 MBPS or more download speed) to avoid any disturbances during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspots may experience Audio/Visual loss due to fluctuations in their network. It is therefore recommended to use stable Wi-FI or LAN connection to prevent any kind of glitches.

If shareholders/members have any questions regarding logging in or e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

In order to have a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as follows:

a) Please download and install the Webex application by clicking on the link https://www.webex.com/downloads.html/

