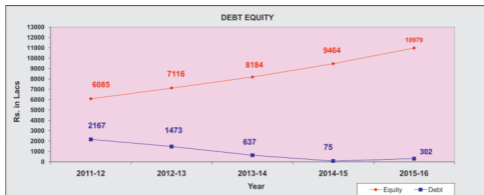
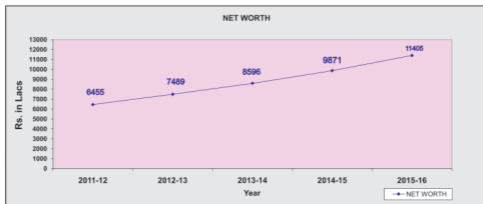
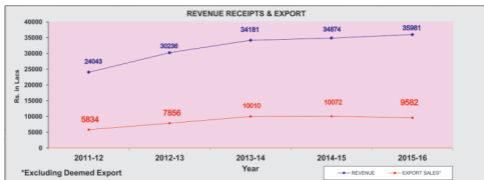




ANNUAL REPORT  
2015-'16







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#### **BOARD OF DIRECTORS**

Shri Kishore Rungta  
Smt. Mahima P. Agarwal  
Shri M.K. Sonthalia  
Shri N. Gopalaswamy  
Shri M. Mahadevan  
Shri Gaurav Goenka  
Shri R.K. Sureka, CEO  
Shri S.S. Poddar, Managing Director

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#### **AUDITORS**

M/s. K.N. Gutgutia & Company  
Chartered Accountants  
New Delhi

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#### **BANKERS**

State Bank of India  
Punjab National Bank

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#### **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](mailto:jaipur@poddarpigmentsltd.com)  
Website address: [www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)

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#### **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 FIFTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at the Registered Office of the Company at **E-10, 11 & F-14 TO 16, RIICO INDUSTRIAL AREA, SITAPURA, JAIPUR-302022 (RAJASTHAN) ON TUESDAY, THE 9<sup>TH</sup> AUGUST, 2016 AT 11.00 A.M.** to transact the following business:

### ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date and the Directors' and Auditors' Report thereon.
- To approve the payment of Interim Dividend paid for 2015-16 on Equity Shares.
- To appoint a Director in place of Smt. Mahima P. Agarwal (DIN: 03588809), who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint the Auditors M/s. K. N. Gutguria & Co., Chartered Accountants (Registration No. 304153E) the retiring Auditors, eligible for re-appointment to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

### SPECIAL BUSINESS

- To ratify the remuneration of Cost Auditors for the Financial Year 2016-17 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, as Cost Auditors appointed by the Board of Directors of the Company for the Financial Year 2016-17, fixed at Rs. 50,000/- (Rupees fifty thousand only) and Service Tax as applicable be and is hereby ratified."
- To consider regularization and appointment of additional director and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:  
**"RESOLVED THAT** Shri Gaurav Goenka (DIN: 00375811) who was appointed as an Additional Director of the Company at the meeting of Board of Directors held on 28<sup>th</sup> May, 2016 and whose appointment expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a shareholder of the Company proposing his candidature for the Directorship of the Company, be and is hereby appointed as a Director of the Company and that his appointment shall be liable to retirement by rotation."
- To consider regularization and appointment of additional director, holding office as an Independent Director and if thought fit to pass with or without modification the following resolution as an **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 the SEBI (Listing Obligation & Disclosures Requirement) Regulations, 2015, Shri M. Mahadevan (DIN: 00786991), who was appointed as an Additional Director to hold office as Independent Director and whose term of office expires at this Annual General Meeting and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Independent 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 the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company in the calendar year 2021."

- 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 01.04.2016 to 30.09.2016 and for re-appointment of Shri S. S. Poddar, as Managing Director with an additional responsibility as CFO of the Company for a period of 3 years from 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2019 at the following remuneration and terms & conditions:-

#### 1. Remuneration :-

- Basic Salary: Rs. 5,00,000/- Per Month
- 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

- Rent Free Accommodation (furnished or otherwise) or House Rent Allowance up to a maximum of 60% of Basic Salary.
  - Expenditure incurred on gas, electricity and water shall be paid/reimbursed by the company.
  - Medical Expenses incurred for self and family.
  - Leave Travel Concession for self & family once in a year to any destination in India or Abroad.
  - Fee of Clubs (subject to maximum 2 nos).
  - Premium for Personal Accident Insurance.
  - Premium for Personal Life Insurance.
  - Any other perquisites as per Company's Rules within the ceiling perquisites of Rs. 2,75,000/- 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:**

In addition to the Salary and Perquisites, as specified above, the Managing Director shall be entitled to receive Commission at such percentage of the Net Profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 based on certain performance criteria to be laid down by the Remuneration Committee and the Board of Directors.

However, the total remuneration payable to him shall not exceed 5% of the Net Profits of the Company for the year and 10% of the Net Profits of the Company, computed in terms of the Companies Act, 2013, payable to all the Managerial Personnel taken together. The composition, mode and manner of payment of such additional remuneration shall be finalized in consultation with the Managing Director.

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, 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 S. S. Poddar from time to time during the tenure of his appointment as Managing Director of the Company including salary, perquisites and additional remuneration, provided however that the total remuneration payable to him shall not at any time exceed the limit prescribed under Section 196, 197, 198 and all other applicable provisions of the Companies Act, 2013.

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.

**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: 17<sup>th</sup> June, 2016**



#### NOTES:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 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 01.08.2016 to 09.08.2016 (both days inclusive).
4. Details of Smt. Mahima P. Agarwal, required to be provided pursuant to Listing Regulations, are furnished in the Corporate Governance Report published elsewhere in the Annual Report.
5. 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.
6. In case of transfer of physical shares, 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.
7. 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 Fifth Annual General Meeting.
8. 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.
9. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 11, 2015 (date of last Annual General Meeting) on the website of the Company ([www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com)), as also on the Ministry of Corporate Affairs website.
10. A Route Map showing directions to reach the venue of the 25<sup>th</sup> AGM is given at the end of this Annual Report as per the requirement of the Secretarial Standard-2 on "General Meeting".

11. 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.

#### 12. 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 06.08.2016 (9.00 a.m. IST) and ends on 08.08.2016 (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 29.07.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
  - For Members holding shares in Demat Form and Physical Form

**PAN** Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.

**DOB** Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

#### Dividend Bank Details

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- Please enter the DOB or Dividend Bank Details in order to login. If 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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](http://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@cdsindia.com](mailto:helpdesk.evoting@cdsindia.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@cdsindia.com](mailto:helpdesk.evoting@cdsindia.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.

- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdsindia.com](mailto:helpdesk.evoting@cdsindia.com).

#### Other Instructions :

- 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).
- 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 29.07.2016 and not casting their vote through remote e-voting, may only cast their vote through Ballot or Polling paper at the Annual General Meeting.
- 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.
- Sh. 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.
- 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.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on 29.07.2016.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.poddarpigmentsltd.com](http://www.poddarpigmentsltd.com) and on the website of CDSL within three days of the passing of the resolutions at the 25<sup>th</sup> Annual General Meeting of the Company on 09.08.2016 and simultaneously communicated to the BSE Ltd.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 09.08.2016.



## ANNEXURE TO NOTICE

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

### Item No. 5

On the basis of recommendation of the Audit Committee, the Board of Directors has re-appointed Mrs. K. G. Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors for 2016-17 on a remuneration of Rs. 50,000/- (Rupees fifty thousand only) and Service Tax as applicable.

Certificate dated 01.04.2016 issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the registered office of the Company during 10.30 A.M. to 12.30 P.M. on all working days and shall also be available at the meeting.

As per Section 148 of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration, payable to the Cost Auditors is to be ratified by the Shareholders. Hence, this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or relatives of them are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

### Item No. 6

Pursuant to Section 160 of the Companies Act, 2013 and Articles 81 of Articles of Association of the Company, Shri Gaurav Goenka, was appointed as an Additional Director of the Company at the Meeting of the Board of Directors held on 28th May, 2016 and his appointment as an Additional Director expires at the ensuing Annual General Meeting. Shri Gaurav Goenka, aged about 41 years, holds a Degree in B.Sc. - Boston University.

A notice alongwith deposit of Rs. 100000/- (Rs. one lac only) has been received under Section 160 of the Companies Act, 2013, proposing candidature of Shri Gaurav Goenka for the Directorship of the Company.

Therefore, the Directors recommend this Resolution for members' approval. None of the Directors except Shri Gaurav Goenka, Shri S.S. Poddar and Smt. Mahima P. Agarwal are concerned or interested in this Resolution.

The Resolution and Explanatory Statement be treated as an information to the Shareholders under the Companies Act, 2013.

### Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 149, 152 and 161(1) of the Act and the Articles of Association of the Company, Shri M. Mahadevan as an Additional Director to hold office as an Independent Director of the Company with effect from June 17, 2016.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri M. Mahadevan for the office of Independent Director of the Company. Shri M. Mahadevan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri M. Mahadevan that he meets with the criteria of independence as prescribed both under sub-section (f) of Section 149 of the Act and under Regulation, 2015 of Listing Obligations And Disclosure Requirements. In the opinion of the Board, Shri M. Mahadevan fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Obligations And Disclosure Requirements.

Brief resume of Shri M. Mahadevan nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Listing Obligations And Disclosure Requirements is appended below.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri M. Mahadevan is appointed as an Independent Director.

Copy of the letter for appointment of Shri M. Mahadevan as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under the Listing Obligations And Disclosure Requirements.

Save and except Shri M. Mahadevan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 7 of the Notice for approval by the shareholders.

Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting :-

Particulars	Shri Gaurav Goenka	Shri M. Mahadevan	Smt. Mahima P. Agarwal
Date of Birth	01.06.1975	07.04.1955	03.11.1958
Date of Appointment	28.05.2016	17.06.2016	24.06.2015
Qualification	B.Sc. - Boston University	Commerce - Delhi	B.Tech.
Requisite in specific functional area	Government Manufacturing Plant Estate Development and SAP implementation	Engineering in Industrial Engineering (Food Processing), B.Tech. in Chemical Engineering, B.Tech. in Chemical Engineering	Having 15 years experience in Administration, Foreign Trade, Finance & Accounting fields.
Directorships held in other public companies (excluding foreign companies and section 25 companies)	NIL	NIL	NIL
Memberships / Chairmanships of committees of other public companies (including only Audit Committee and Shareholders/Investors Grievance Committee)	NIL	NIL	NIL
Member of classes held in the Company	NIL	NIL	60000

### Item No. 8

The present tenure of appointment of Shri S. S. Poddar, Managing Director & CFO expires on 30.09.2016 and the Remuneration Committee of the Board, at its meeting held on 21.05.2016, recommended the payment of revised remuneration for remaining term of appointment i.e. from 01.04.2016 to 30.09.2016 and for re-appointment of Shri S. S. Poddar as Managing Director & CFO for a further period of Three Years from 01.10.2016 to 30.09.2019.

Permission of the members is required under Schedule V of the Companies Act, 2013. The Directors, therefore, recommend this resolution for members' approval.

As required under Para (B) of Section-II of Part-II of the amended Schedule V to the Companies Act, 2013, the relevant details to be sent alongwith the notice calling the General Meeting are as under:

### 1. GENERAL INFORMATION

- Nature of Industry:** Masterbatch and Engineering Plastic Compounds.
- Date or expected date of commencement of commercial production:** The Company has already commenced commercial production from 1st March, 1995.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given indicators :-**

Particulars for the financial year ended 31.03.2016	Rs. in lacs
Revenue Receipts including other income	35981
Profit (before finance cost, Depreciation and Tax)	2615
Profit Before Tax	2510



#### 5. Export Performance and net foreign exchange earning and collaboration:

The earning in Foreign Exchange by Exports & others for the year ended 31.03.2016 was Rs. 8723.75 lacs.

#### 6. Foreign investment of collaborators, if any: Not Applicable.

### ■ INFORMATION ABOUT THE MANAGING DIRECTOR & CFO:

#### 1. Background, Recognition and Award details:

Shri S.S. Poddar, a graduate Engineer, aged 67 years is the Managing Director of Company since 01.07.1994. He has wide industrial experience spanning over 44 years. The company has progressed substantially under his leadership.

#### 2. Past Remuneration:

The last remuneration of Shri S.S. Poddar approved by the Members of the company at their Annual General Meeting held on 17.09.2013 was as under:

- A. Basic Salary : Rs. 2,75,000/- P.M.
- B. Special Allowance : Subject to Maximum of Rs. 8,00,000/- per quarter
- C. Commission : at such percentage of Net Profit as calculated under section 309(5) of the Companies Act, 1956.
- D. Perquisites : Rs. 75,000/- P.M.

#### 3. Job Profile and his suitability:

Shri S. S. Poddar, Managing Director & CFO of the Company is responsible for overall management of the Company. He is vested with substantial power of Management under the supervision, control and direction of the Board of Directors. He has been instrumental in deciding Company's policy planning, long term vision and is responsible to evolve strategies to combat competition and to attain targets of the Company besides Corporate Governance and ensuring co-ordination among Board.

#### 4. Remuneration Proposed:

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 21.05.2016 and 28.05.2016 approved the revision in terms of remuneration for remaining period of present appointment i.e. 01.04.2016 to 30.09.2016 and the re-appointment for a 3 years tenure of Shri S. S. Poddar commencing from 1st October, 2018 as under:

- A. Basic Salary : Rs. 5,00,000/- P.M.
- B. Commission : at such percentage of Net Profit as calculated under section 196 of the Companies Act, 2013.
- C. Perquisites : Rs. 2,75,000/- P.M.

#### 5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The executive's remuneration in the industry had risen substantially over past few years. Appreciating this, the Central Government had raised the ceiling specified in Schedule V dealing with the remuneration of managerial person. The "Remuneration Committee" constituted by the Board in terms of the said Schedule perused the remuneration of managerial persons in the industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Shri S. S. Poddar before approving the remuneration as proposed herein before.

#### 6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Besides the remuneration proposed, Shri S. S. Poddar does not have any pecuniary relationship with the company, Smt. Mahima P. Agarwal and Shri Gaurav Goonka, Directors of the Company, who are relatives of Shri S. S. Poddar also do not have any pecuniary relationship with the Company.

### ■ OTHER INFORMATION:

#### 1. Reasons of loss or inadequate profits:

The Massbakch Industry is high-tech in nature and requires continuous R&D, both on the existing product lines as well as on new product development to not just maintain, but also to expand its market share.

Increased competition in the industry, coupled with likely increase in cost of raw-materials and other inputs may create pressure on margins, resulting in inadequate profits as calculated in terms of Section 198 of the Companies Act, 2013 in the coming year.

#### 2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

With a view to improve overall profitability and the financial health of the company, major steps have been taken, which inter-alia include reduction in interest costs, major marketing re-structuring for exports, reduction in production cost through implementation of energy saving measures, sourcing of cheaper raw materials, increase in productivity through better combination of product mix, increase in the product range to cater to the requirements of different segments and strengthening of the R&D division on continuous basis. The direct exports of the Company of Rs. 9115 lacs in the year 2015-16. In current financial year, the company expects further increase in turnover and profits.

The proposed remuneration of Shri S. S. Poddar has been approved by the Nomination and Remuneration Committee in terms of Schedule V to the Companies Act at its meeting held on 21.05.2016. The Company has not made any default in payment of any of its debts specified or interest payable thereon for a continuous period of 30 days in the preceding financial year before the date of appointment of such managerial person. The Company has no deposit / outstanding deposit. The specified information required to be given to the shareholders alongwith the Notice is given herewith in the preceding paragraphs. The Resolution is therefore recommended by the Board of Directors to the shareholders to be passed as a Special Resolution.

The Resolution and Explanatory Statement are to be treated as an addendum under the Companies Act, 2013.

None of the Directors, except Shri S. S. Poddar, being the Managing Director & CFO and Smt. Mahima P. Agarwal & Shri Gaurav Goonka being relative of Shri S. S. Poddar are concerned or interested in this resolution.

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Website: www.podpargreenfield.com  
CIN: L24117RU1901PLC006307  
DATE: 1<sup>st</sup> June, 2016

By order of the Board

NAVIN JAIN  
Sr. GM (Legal) &  
Company Secretary

#### Registration / Updating of Email IDs and Bank Details

Members are requested to support the "Green Initiative" by registering their Email address with the Company or Registrar if not already done. These Members who have changed their Email ID are requested to register their new Email ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is required to maintain Bank details of its Members for the purpose of Payment of Dividends etc. Members are requested to register / update their bank details with the Company in case shares are held in physical form and with their Depository Participants as well as the Company where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically through ACH/NECS.