





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

AUDITORS

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

BANKERS

State Bank of India
Punjab National 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 SIXTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at Registered Office of the Company at **E-10,11, F-14 to 16, RIICO INDUSTRIAL AREA, SITAPURA, JAIPUR - 302022. (RAJASTHAN) ON THURSDAY, THE 28TH SEPTEMBER, 2017 AT 11.30 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, 2017 and the Balance Sheet as at that date and the Directors' and Auditors' Report thereon.
2. To declare Final Dividend and confirm the Interim Dividend of Rs. 2.50 per equity share, already paid for the financial year ended March 31, 2017.
3. To appoint a Director in place of Shri Gaurav Goenka (DIN: 00375811), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Auditors and in this regard, be consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time and on the recommendations of the Audit Committee and the Board of Directors, M/s M.L. Garg & Company, Chartered Accountants (Firm Registration Number 001604N), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and rule 4 of the rules, be and are hereby appointed as Auditors of the Company, in place of M/s K. N. Gutgutia & Company, Chartered Accountants (Registration No. 304153E), the retiring Auditors (who are not eligible for further appointment), to hold the office for a term of five years commencing from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting (subject to ratification of appointment at every Annual General Meeting of the company) at a remuneration to be fixed by the Board of Directors of the company, in addition to the taxes and actual out of pocket expenses incurred in connection with the audit of the accounts of the company, in consultation with them.

RESOLVED FURTHER THAT the Board of Directors of the company (including its committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

5. To ratify the remuneration of Cost Auditors for the Financial Year 2017-18 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 2017-18, fixed at Rs.55,000/- (Rupees Fifty Five Thousand only) and Taxes as applicable be and is hereby ratified."

6. To consider and determine the fees for delivery of a document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, a document may be served on a member by the Company by sending it to him/her through post or registered post or speed post or electronic mode or any other mode as may be requested, on payment of a charge. Consent of the members be and is hereby accorded to charge from the member such amount, in advance, equivalent to the estimated actual expenses for delivery of the documents through the specified mode and such request along with requisite fees has been duly received by the Company at least one week in advance for dispatch of documents by the Company to the member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable."

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CIN: L24117RJ1991PLC006307

By order of the Board

NAVIN JAIN
Sr. GM (Legal) &
Company Secretary

DATE: 20th July, 2017



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 22.09.2017 to 28.09.2017 (both days inclusive).
4. Details of Shri Gaurav Goenka, required to be provided pursuant 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.
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. 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 13.10.2017 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 21.09.2017;
 - 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 21.09.2017.
7. 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.
8. 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 Sixth Annual General Meeting.
9. 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.
10. 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 August, 09, 2016 (date of last Annual General Meeting) on the website of the Company (www.poddarpigmentsltd.com), as also on the Ministry of Corporate Affairs website.
11. A Route Map showing directions to reach the venue of the 26th AGM is given at the end of this Annual report as per the requirement of the Secretarial Standard-2 on "General Meeting".
12. 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.
13. **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 25.09.2017 (9.00 a.m. IST) and ends on 27.09.2017 (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 21.09.2017, 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
- (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 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 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 21.09.2017 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 casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. 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.
 - 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 favour 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 21.09.2017.
 - 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 26th Annual General Meeting of the Company on 28.09.2017 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. 28.09.2017.
- 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 M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors for 2017-18 on a remuneration of Rs. 55000/- (Rupees fifty five thousand only) and Taxes as applicable.
- Certificate dated 01.04.2017 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

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or registered post or speed post or courier or delivery at his office or residence address or such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in

its Annual General Meeting. Accordingly, it is proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, in case a request has been made by any member for delivery of such documents to him through such particular mode of service, be taken to cover the cost of such delivery.

The Board recommends the resolution as set out in Item no. 6 for approval of the Members to be passed as an Ordinary Resolution.

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Fax : 91 0141-2771922

E-mail: jaipur@poddarpigmentsltd.com

Website : www.poddarpigmentsltd.com

CIN : L24117RJ1991PLC006307

DATE: 20th July, 2017

By order of the Board

NAVIN JAIN

Sr. GM (Legal) &
Company Secretary

Details of Directors Seeking re-appointment at the Annual General Meeting :-

Particulars	Shri Gaurav Goenka
Date of Birth	01.06.1975
Date of Appointment	09.08.2016
Qualifications	B.SC. - Boston University
Expertise in specific functional area	Garments Manufacturing, Real Estate Development and SAP implementation
Directorships held in other public companies (excluding foreign companies and section 25 companies)	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	NIL
Number of shares held in the Company	NIL

Registration / Updating of Email IDs and Bank Details

Members are requested to support the "Green Initiative" by registering their Email address with the Company or Registrar if not already done.

Those Members who have changed their Email ID are requested to register their new Email ID with the company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

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.**



DIRECTORS' REPORT TO THE MEMBERS

Dear Members,

Your Directors are pleased to present the Twenty Sixth Annual Report and the Audited Financial Statements for the year ended 31st March, 2017.

FINANCIAL RESULTS (Summary of key data) [Rs. In Lakhs]

Particulars	2016-2017	2015-2016
Revenue Receipts	35762	35528
Other Income	484	453
Total Revenue Receipts including other income	36246	35981
Profit before Finance Cost, Depreciation & Tax	3133	2815
Less: Finance Cost	30	43
Depreciation	293	262
Profit before tax	2810	2510
Less: – Current Tax	774	656
– Deferred Tax	(3)	20
Profit after tax	2039	1834
Balance brought forward from previous year	513	377
Profit available for appropriations	2552	2211
APPROPRIATION		
Interim Dividend on Equity Shares	265	265
Tax on Dividend	54	54
General Reserve	2016	1379
Balance Carried to Balance Sheet	217	513

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The highlights of the Company's performance as compared to previous year are as under:-

- Revenue from operations increased to Rs. 35,762 lakhs as against Rs. 35,528 lakhs
- PBIDT increased by 11.30% to Rs. 3133 lakhs as against Rs. 2815 lakhs
- Profit before Tax increased by 11.95% to Rs. 2810 lakhs as against Rs. 2510 lakhs
- Earnings per share increased by 11.16% to Rs. 19.22 as against Rs. 17.29
- Cash Profit increased by Rs. 331 lakhs to Rs. 3103 lakhs as against Rs. 2772 lakhs
- Net Profit after tax increased by 11.18% to Rs. 2039 lakhs as against Rs. 1834 lakhs

REVIEW OF OPERATIONS

During the year under review, your Company performed well in all areas of its operations, with top line consistency and

consistent growth in earnings. Your Company has maintained its leadership, mainly due to continuous focus on Research, Development and Technology up-gradation of innovative products and is reasonably confident to further improve its performance in forthcoming years.

The company has achieved a turnover of Rs. 35,762 lakhs as against Rs. 35,528 lakhs in the previous year.

EXPORT

Your Company achieved a direct export turnover of Rs. 9837 lakhs. International buyers show preference to your company's product mainly because of its quality, technical support, R & D service. The international market is expected to grow further, which will enable the company to achieve higher export turnover in the years to come.

DIVIDEND

The Company has declared and distributed an interim dividend of Rs. 2.50 per equity share of Rs. 10 each in March, 2017. Your directors recommend payment of final dividend for the financial year ended March 31, 2017 of Rs. 1.00 per equity share of Rs. 10/- each.

The total dividend of 35% , if approved at the forthcoming Annual General Meeting, will result in the out flow of Rs. 371.35 lakhs to the company in addition to Rs.75.60 lakhs by way of dividend distribution tax.

MARKETING

Through consistent efforts in maintaining and improving the international quality standards, your Company has created good demand for its products. This has helped in facing price competition in both domestic and international markets. With sustained efforts, we expect further improvements in our performance in the current year. Your Company will continue to seek new markets while consolidating its hold over the existing customers.

RESEARCH AND DEVELOPMENT

Your Company considers R&D as an essential tool to maintain its technical advantage over competitors and to develop innovative products. R & D is central to achieving excellence in product quality with improved processes and optimization of available resources.

It makes continuous efforts to adopt and implement new technologies and to improve the product-mix/process, so as to create higher value items at lower costs, to widen its range of new generation master batches and to facilitate the production of customized products. It strives to leverage modern advances in science and technology and blend the same with classical concepts of product development.