

PODDAR
PIGMENTS LTD.

Ref : PPL/JPR/SECT/2017-18

Date : 29.09.2017

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
MUMBAI - 400 001

National Stock Exchange of India Ltd.,
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
MUMBAI - 400 051

Company Code : 524570

Company Symbol : PODDARMENT

Sub : Minutes of 26th Annual General Meeting

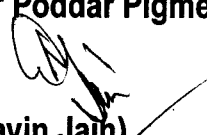
Dear Sirs,

Pursuant to Regulation 30 of the Listing Regulations, 2015, please find enclosed Certified True Copy of the Minutes of the 26th Annual General Meeting of the Company held on 28.09.2017.

We hope you will find the above in order.

Thanking you,

Yours faithfully
For **Poddar Pigments Limited**


(Navin Jain)
Sr. GM (Legal) & Company Secretary

Encl: a/a

Poddar Pigments Ltd.

Regd. Office & Works :

E-10-11 & F-14 to 16

RIICO Industrial Area, Sitapura

Jaipur - 302 022 Rajasthan, India.

Tel.: +91-141-2770202/03/287/291

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Email : jaipur@poddarpigmentsltd.com

CIN - L24117RJ1991PLC006307

MINUTES OF THE PROCEEDINGS OF TWENTY SIXTH ANNUAL GENERAL MEETING OF PODDAR PIGMENTS LIMITED HELD AT ITS REGISTERED OFFICE OF THE COMPANY AT E-10, 11 & F-14 TO 16, RIICO INDUSTRIAL AREA, SITAPURA, JAIPUR - 302022 ON THURSDAY, THE 28TH SEPTEMBER, 2017 AT 11.30 A. M.

PRESENTS:

1. Shri Kishore Rungta, Chairman of STCM & ACM
2. Shri S.S.Poddar, Managing Director
3. Shri R. K. Sureka, Director and CEO
4. Shri Gaurav Goenka, Director
5. 33 Members present in person
6. 3 Members through representation
7. Shri B.R. Goyal Statutory Auditors of the Company
8. Shri B L Patni, Practising Company Secretary, Secretarial Auditor and Scrutinizer.
9. Shri Navin Jain, Sr. GM (Legal) & Company Secretary

1. Shri Navin Jain, Sr. GM (Legal) & Company Secretary welcomed the Members present.
2. Shri S. S. Gattani has proposed the name of Shri Kishore Rungta and seconded by Shri Vivek Gupta, representative of M/s. Pluto Trade Links Ltd. Shri Kishore Rungta was elected as Chairperson of the meeting.
3. The Chairperson welcomed the members present and the quorum being present, declared the meeting in order.
4. Shri M. Mahadevan Shri N. Gopalaswamy Shri M. K. Sonthalia and Smt. Mahima P. Agarwal have not attended the meeting due to their other pre-occupation.
5. The Chairperson informed the meeting that the Statutory Registers and inspection document are kept open for member's inspection.
6. With the consent of the Members present the notice convening the Annual General Meeting and Audited Accounts alongwith the Directors' Report for the year ended 31st March, 2017 were taken as read. As there was no qualification in the Auditors' Report, the same was not read at the meeting.
7. Thereafter the Chairperson asked the members if they have any queries on Accounts, Business, Operations and current situation of company. Some members raised their queries, which were replied satisfactorily by the Chairperson.

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For PODDAR PIGMENTS LTD.**

(Navin Jain)
Sr. GM (Legal) &
Company Secretary



CHAIRMAN'S
INITIALS

(Handwritten initials)

8. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rule, 2014 and the Regulations, 2015 of LODR the Company had provided remote e-voting facility to all the Members holding Shares of the Company on the cut-off date i.e. 21.09.2017 to enable them to cast their votes in respect of the resolutions contained in Notice of the Meeting.

The Company had made arrangement with Central Depository Services Limited (CDSL) who provided the portal for e-voting. The remote e-voting period opened for 3 (three) days i.e. from 9.00 A.M. on 25.09.2017 to 5.00 P.M. on 27.09.2017. The Company had appointed Mr. Babulal Patni, Practicing Company Secretary, Kolkata as Scrutinizer to carry out remote e-voting in a fair and transparent manner.

The Chairperson proposed that to facilitate those members present at the 26th AGM, either personally or by proxy, who had not cast their vote earlier by remote e-voting, but who would like to vote at the 26th AGM, were provided with Ballot Papers to enable them to vote in respect of items of business as set out in the Notice of the Meeting, Mr. Babulal Patni, Practicing Company Secretary, was appointed as scrutinizer for conducting the Poll by way of Ballot papers.

Secretary hereby declared the result of voting on 28.09.2017 on the basis of the combined report of voting (i.e. remote e-voting and Poll) submitted by Mr. Babulal Patni, Scrutinizer. The result of the voting as follows:

ORDINARY BUSINESS :

1. Resolution No. 1:- Adoption of Audited Accounts for the year ended 31.03.17

Mr. B. K. Choudhary, proposed and Mr. Anant Kumar Soni seconded the following resolution

"RESOLVED THAT the Audited Financial Statement of the Company for the year ended 31st March, 2017 and Balance Sheet as at that date and the Directors' and Auditors' Report thereon be and are hereby approved and adopted."

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
6487874	100	0	0	NIL

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The Ordinary Resolution was passed with requisite majority.

- 2. Resolution No. 2 – To declare Final Dividend and confirm the Interim Dividend for the financial year ended March 31, 2017**

Mr. B. K. Bohra, representative of M/s. G. K. S. Logistics Pvt. Ltd. proposed and Mr. S. S. Gattani seconded the following resolution :

"RESOLVED THAT consent of the Shareholders be and is hereby accorded for payment of Interim Dividend for the year ended 31st March, 2017 at the rate of 25% i.e. Rs. 2.50 per equity share of Rs. 10/- each and Final Dividend for the year ended 31st March, 2017 at the rate of 10% i.e. Rs. 1.00 per equity share of Rs. 10/- each ."

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
6487874	100	0	0	NIL

The Ordinary Resolution was passed with requisite majority.

- 3. Resolution No. 3- To appoint a Director in place of Sh. Gaurav Goenka (Din: 00375811), who retires by rotation and being eligible, offers himself for re-appointment**

Mr. Vivek Gupta representative of M/s. Pluto Trade Links Ltd proposed and Mr. S. S. Gattani seconded the following resolution :

"RESOLVED THAT Sh. Gaurav Goenka, retiring by rotation and being eligible, be and is hereby re-appointed as Director of the Company."

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
6487874	100	0	0	NIL

The Ordinary Resolution was passed with requisite majority.

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4. **Resolution No.4- Appointment of Auditors M/s M. L. Garg & Co. to hold office from the conclusion of this AGM till the conclusion of the 31st AGM and to authorize the Board to fix their remuneration.**

Mr. B. K. Choudhary proposed and Mr. Vivek Gupta representative of M/s. Pluto Trade Links Ltd seconded the following 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 is hereby appointed as Auditors of the Company, in place of M/s K. N. Gutgutia & Company, Chartered Accountants (Registration No. 304153E), the retiring Auditors, 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."

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
6487874	100	0	0	NIL

The Ordinary Resolution was passed with requisite majority.

B. SPECIAL BUSINESS

5. **Resolution No. 5 - Approval of the remuneration of Cost Auditor i.e. 55000/- p.a.**

Mr. Anant Kumar Soni proposed and Mr. S. S. Gattani seconded the following resolution :

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"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. 55000/- (Rupees fifty Five thousand only) and Taxes as applicable be and is hereby ratified."

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
6487874	100	0	0	NIL

The Ordinary Resolution was passed with requisite majority.

- 6. Resolution No. 6 - To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.**

Mr. Ashok M. Mehta, representative of M/s. G K S Holdings Limited proposed and Mr. S. S. Gattani seconded the following resolution :

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed there under 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 of 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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INITIALS

(Handwritten initials)

Votes in Favour of the Resolution		Votes Against the Resolution		Invalid votes
Nos	% of total number of valid votes	Nos	% of total number of valid votes	
6487709	99.998	165	0.002	NIL

The Ordinary Resolution was passed with requisite majority.

9. There being no other business to transact the meeting was terminated with a vote of thanks to the Chair at 11.50 A.M
10. Minutes were written on 29th September, 2017

Date : 29th September, 2017
Place : Jaipur

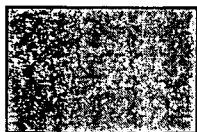

CHAIRPERSON

Note: All the above resolutions were put to vote through poll and the results of the poll taken at the AGM along with remote e-voting were scrutinized by Mr. B. L. Patni, practicing company secretary, the scrutinizer appointed by the Board for scrutinizing the voting results. He further issued his scrutinizers report on 28th September, 2017 The voting results were announced by the Secretary on 28th September, 2017 and the same were e-mailed to the stock exchanges viz. Bombay Stock Exchange & National Stock Exchange of India Ltd. and published on the website of the company and the newspapers i.e. Daily News and Business Standard.

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(Navin Jain)
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Company Secretary

Supplied by : C. Sitarman & Bros., Chennai - 600 014
Ph : 28111516 / 28113950



CHAIRMAN'S
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