

PODDAR

PIGMENTS LTD.

Ref : PPL/SECT/2018-19/

Date : 27.08.2018

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

Dear Sir/ Madam,

Sub: Intimation of 27th Annual General Meeting and Closure of Register of Members and Share Transfer Books.

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, ("Listing Regulations") the 27th Annual General Meeting ("AGM") of the company schedule to be held on **Thursday, September, 20, 2018 at 11.00 A. M.** at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur- 302022. A copy of Notice of the AGM alongwith e-voting instructions is enclosed herewith.

Pursuant to Regulation 42 of the Listing Regulations, we hereby inform that the Register of Members and Share Transfer Books of the Company shall remain closed from **14th September, 2018 to 20th September, 2018 (both days inclusive)** for the purpose of Annual General Meeting and ascertaining the eligibility of shareholders for payment of Final Dividend, if approved at the ensuing 27th Annual General Meeting of the Members of the Company schedule to be held on 20th September, 2018.

Further, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the company is providing facility to the members to cast their votes by electronic means on all the resolutions set out in the Notice of 27th AGM through e-voting services provided by Central Depository Services (India) Limited.

The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at 27th AGM is **Thursday, September 13, 2018. The remote e-voting will commence on Monday, September 17, 2018 at 9.00 a.m. (IST) and will end on Wednesday, September 19, 2018 at 5.00 p.m. (IST).**

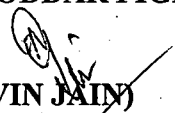
Further, please note that the date of payment of Final Dividend, if approved, will be 5th October, 2018.

Kindly take the same in your records.

Thanking you,

Yours faithfully,

for **PODDAR PIGMENTS LIMITED**


(NAVIN JAIN)

SR. GM(LEGAL) & COMPANY SECRETARY

CC: National Securities Depository Ltd

Central Depository Services (India) Ltd.

Link Intime India Pvt. Ltd.

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

Fax : +91-141-2771922

Email : jaipur@poddarpigmentsltd.com

CIN - L24117RJ1991PLC006307

GSTIN : 08AAACP1125E1ZZ



NOTICE

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at **CROWNE PLAZA, SITAPURA INDUSTRIAL AREA, TONK ROAD, JAIPUR-302022 (RAJASTHAN) ON THURSDAY, THE 20TH SEPTEMBER, 2018 AT 11.00 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, 2018 and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend for the financial year ended March 31, 2018.
3. 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.

SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the Financial Year 2018-19 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 2018-19, fixed at Rs. 55000/- (Rupees Fifty Five Thousand only) and Taxes as applicable be and is hereby ratified."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and 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 revised remuneration for remaining term of appointment i.e. from 01.04.2018 to 30.09.2018 and for re-appointment of Shri R. K. Sureka (DIN: 00058043), as Director & CEO of the Company for a period of 3 years from 1st October, 2018 to 30th September, 2021 on the following terms and conditions:-

The remuneration to the Director & CEO on account of Basic Salary, Allowances & perquisites and additional remuneration are mentioned below:-

1. (i) Basic Salary Rs. 6,25,000/- Per Month
(ii) Special Allowances Rs. 12,50,000/- Per Quarter
(iii) Perquisites- In addition to the salary & Allowances, the following perquisites will be allowed:-

The perquisites are classified into three categories 'A', 'B' and 'C' as below:-

CATEGORY - A

- (a) Rent Free Accommodation or House Rent Allowance upto a maximum of 60% of Basic Salary.
- (b) Expenditure incurred on gas, electricity and water shall be paid/ reimbursed by the company.
- (c) Medical Expenses incurred for self and family.
- (d) Leave Travel Concession for self & family once in a year to any destination in India or Abroad.
- (e) Fee of Clubs.
- (f) Premium for Personal Accident Insurance.
- (g) Premium for Personal Life Insurance .
- (h) Any other perquisites as per Company's Rules within the ceiling perquisites of Rs. 2,50,000/- 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 per-quisite(s); Or the ceiling of perquisites may be reduced by corresponding increase in Basic Salary & Allowances.

CATEGORY -B

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

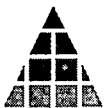
- (a) Company's contribution to Provident Fund & Superannuation Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity not exceeding half a month's salary for each completed year of service.
- (c) Encashment of leave in accordance with the Company's 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 Director & CEO.
- (b) Provision of telephone at the residence of the Director & CEO at Company's cost (not considered as a perquisite). Personal long distance calls shall be billed by the Company to the Director & CEO.

2. Other Terms for additional remuneration:

In addition to the Salary, Allowances and Perquisites, as specified above, the Director & CEO shall also be entitled to receive additional remuneration as 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 as decided by the Remuneration Committee and the Board of Directors but not exceeding Rs. 30 lakhs per annum.

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 Director & CEO.

Where in any financial year during the currency of term of Director & CEO, the Company has no profits or its profits are inadequate, the Company shall pay to Director & CEO, remuneration by way of Salary, Allowances 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.

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 R. K. Sureka from time to time during the tenure of his appointment as Director & CEO 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, Schedule-V 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.

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

6. Consent of Members for increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to Persons/Bodies Corporate to consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to

the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed two times of free reserves and securities premium account over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to 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: 8th August, 2018

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

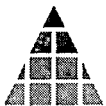


Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from 14.09.2018 to 20.09.2018 (both days inclusive).
4. Profile 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 as well as in the end of the notice.
5. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, unclaimed interim dividend amount of Rs. 11,28,747/- of the Company for the Financial Year ended March 31, 2011 has been transferred to Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013. The dividend for the financial year ended 31st March, 2011 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013 and the rules made thereunder as and when becomes due. Those members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.
6. Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund (IEPF) is furnished in the Corporate Governance Report.
7. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Amendments Rules, 2017, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September, 28, 2017 (date of last Annual General Meeting) on the website of the Company (www.poddarpigmentsltd.com), as also on the Ministry of Corporate Affairs website.
8. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority :
Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('Rules'), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.
9. The Company has sent letters dated 09.12.2017 to all the shareholders who have not claimed their dividend and also

published notices in all editions of Business Standard and Daily Newspapers on 09.12.2017 for reminding the shareholders to claim their unclaimed dividend amount.

10. Claiming of Shares and Dividends which were transferred to Investor Education and Protection Fund Authority (IEPF):
No claim shall lie against the Company in respect of these equity share post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application. The details of which are available at www.iepf.gov.in.
11. If the Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after 05.10.2018 as under:
 - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as on the close of business hours on 13.09.2018;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 13.09.2018.
12. Please note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/ Depository Participants, as the case may be.
13. As required under Listing Regulations and Secretarial Standard-2 on General Meeting details in respect of directors seeking re-appointment at the 27th AGM, is separately annexed hereto. Directors seeking re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
14. 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.
15. 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.
16. 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 Seventh Annual General Meeting.
17. 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.

18. A Route Map showing directions to reach the venue of the 27th AGM is given at the end of this Annual report as per the requirement of the Secretarial Standard-2 on "General Meeting".
19. 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.
20. Earlier as per first proviso to Section 139(1) provides that the Company shall place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting. This proviso has been omitted by the section 40 of the Companies Amendment Act, 2017 which has been made effective from 7th May, 2018. Therefore, the provision relating to ratification of Auditors at every Annual General Meeting is no more on statute books.

21. 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 17.09.2018 (9.00 a.m. IST) and ends on 19.09.2018 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13.09.2018, 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.

Other Instructions :

- a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Listing Regulations, the company is pleased to provide to its members facility to exercise their right to vote on resolution proposed to be passed in the Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or

in dematerialized form, as on the cut-off date (record date) of 13.09.2018 and not casting their vote through remote e-voting, may only cast their vote through Ballot or Polling paper at the Annual General Meeting.

- c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d. 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 favor of or against, if any, forthwith to the Chairman of the Company
- f. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on 13.09.2018.
- 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 27th Annual General Meeting of the Company on 20.09.2018 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. 20.09.2018.

ANNEXURE TO NOTICE

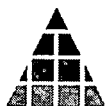
Explanatory Statement Pursuant to section 102 of the Companies Act, 2013

Item No. 4

On the basis of recommendation of the Audit Committee, the Board of Directors has re-appointed M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur as Cost Auditors for 2018-19 on a remuneration of Rs. 55000/- (Rupees fifty five thousand only) and Taxes as applicable.

Certificate dated 02.04.2018 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. 5

The present tenure of appointment of Shri R. K. Sureka, Director & CEO expires on 30.09.2018 and the Remuneration Committee of the Board, at its Meeting held on 4th May, 2018, recommended for payment of revised remuneration for remaining term of appointment i.e. from 01.04.2018 to 30.09.2018 and for the re-appointment of Shri R. K. Sureka as Director & CEO for a further period of Three Years from 01.10.2018 to 30.09.2021.

Permission of the members is required under Schedule V of the Companies Act, 2013. The Board of Directors, therefore, recommends 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:

I 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 31.03.2018	Rs. in lakhs
Total Revenue Receipts including other income	38245
Operating Profit (before finance cost, Depreciation and Tax)	3173
Profit Before Tax	2832

- Export Performance and net foreign exchange earnings and collaborations:**
The earning in Foreign Exchange by Exports & others for the year ended 31.03.2018 was Rs. 9390 lakhs.
- Foreign investment of collaborators, if any:** Not Applicable

II INFORMATION ABOUT THE DIRECTOR & CEO

1. Background, recognition and award details:

Shri R. K. Sureka, 61 years, is the Director & CEO of Company since 01.06.1999. He is a Fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has vast managerial and Industrial experience of more than 39 years and has worked in very senior positions as a part of his professional career. He has been working with the company for 24 years, controlling the all key functions of the company. The Company has progressed substantially during his tenure.

2. Past Remuneration:

The last remuneration of Shri R. K. Sureka approved by the Members of the Company at their Annual General Meeting held on 11.09.2015 is as under:

- Basic Salary : Rs. 4,50,000/- P.M.
- Perquisites : Rs. 1,50,000/- P.M.
- Special Allowance : Rs. 6,25,000 /- per Quarter

- Job Profile and Suitability:** The Director & CEO shall carry-out such duties as may be entrusted to him by the Managing Director and/or the Board from time to time. He is vested with substantial powers of Management under the supervision, control and direction of the Board of Directors and/or the Board in connection with and in the best interest of the business of the Company. He is also 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 in consultation with MD. He is already taking care of all key functions of the organization and has been at the helm of the company for about 21 years, reporting to the Managing Director and to the Board of Directors.

4. Remuneration Proposed:

The Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 04.05.2018 and 19.05.2018 approved the terms of remuneration for remaining period of present appointment i.e. 01.04.2018 to 30.09.2018 and the re-appointment for a 3 year tenure of Shri R. K. Sureka commencing from 1st October, 2018 as under:

- Basic Salary : Rs. 6,25,000/- P.M.
- Special Allowance : Rs. 12,50,000/- per Quarter
- Perquisites : Rs. 2,50,000/- P.M.

D. 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 as decided by the Remuneration Committee and the Board of Directors but not exceeding Rs. 30 lakhs per annum.

- Comparative remuneration profile with respect to industry, size of the Company, profile of the position**



and person : The executive' 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 R. K. Sureka 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 R. K. Sureka does not have any pecuniary relationship with the Company.

III **OTHER INFORMATION**

1. **Reasons of loss or inadequate profits:** The Masterbatch 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 the increase in cost of imported raw-materials and other inputs is creating pressure on margins. During the coming years, the Company may have inadequate profits in terms of Section 198 of the Companies Act, 2013.

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 company expects increase in turnover & profits in the coming years.

The proposed remuneration of Shri R. K. Sureka has been approved by the Remuneration Committee in terms of Schedule V to the Companies Act at its meeting held on 4th May, 2018. 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 abstract under the Companies Act, 2013.

None of the Directors, except Shri R. K. Sureka, being the Director & CEO, is concerned or interested in this resolution.

Details of Directors Seeking re-appointment at the 27th Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on the General Meetings issued by the ICSI] :-

Particulars	Smt. Mahima P. Agarwal	Shri R.K. Sureka
DIN	03588809	00058043
Date of Birth and Age	09.11.1974 & 44 Years	11.12.1956 & 61 Years
Date of Appointment	25.07.2011	03.10.1994
Qualifications	B. Tech.	B.COM., F.C.A. & F.C.S.
Experience and expertise in specific functional area	Having 17 years' experience in Administrative, Foreign Trade, Taxation & Accounting fields	Having 39 years of experience, more specialized in running industry, forming strategy, corporate management and also having good experience in finance, taxation and other commercial matters.
Brief Resume	Resume is given in the Corporate Governance forming part of Annual Report.	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Daughter of Shri S.S.Poddar, Managing Director	NIL



Particulars	Smt. Mahima P. Agarwal	Shri R.K. Sureka
Nature of appointment /re-appointment	Retires by rotation and offers herself for re-appointment.	Re-appointment
Terms and Conditions of appointment/re-appointment	Re-Appointment as a Non-Executive Director subject to retire by rotation.	Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.poddarpigmentsltd.com . The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice.
Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fees paid and details is given in Corporate Governance Report.	Remuneration last drawn is Rs. 98.32 Lakh in FY 2017-18.
Shareholding in the Company	Holds 6,05,000 equity shares	Holds 2563 Equity Shares
The number of meetings of the Board attended during the year	2 out of 6	4 out of 6
Directorships held in other public companies (excluding foreign companies and section 25 companies)	NIL	NIL
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	NIL	NIL

Item No. 6

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As per the latest audited Balance Sheet of the Company as on 31st March 2018, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs. 9284.92 Lakhs while one hundred per cent of its free reserves and securities premium account amounts to Rs. 14413.87 lakhs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan,

as the case may be, is Rs. 14413.87 lakhs. As on 31st March, 2018, the aggregate value of investments and loans made and guarantee and securities issued by the Company, as the case may be, amounts to Rs. 8352.54 lakhs.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 6 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

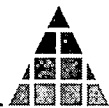
Registered Office:

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 : 8TH August, 2018



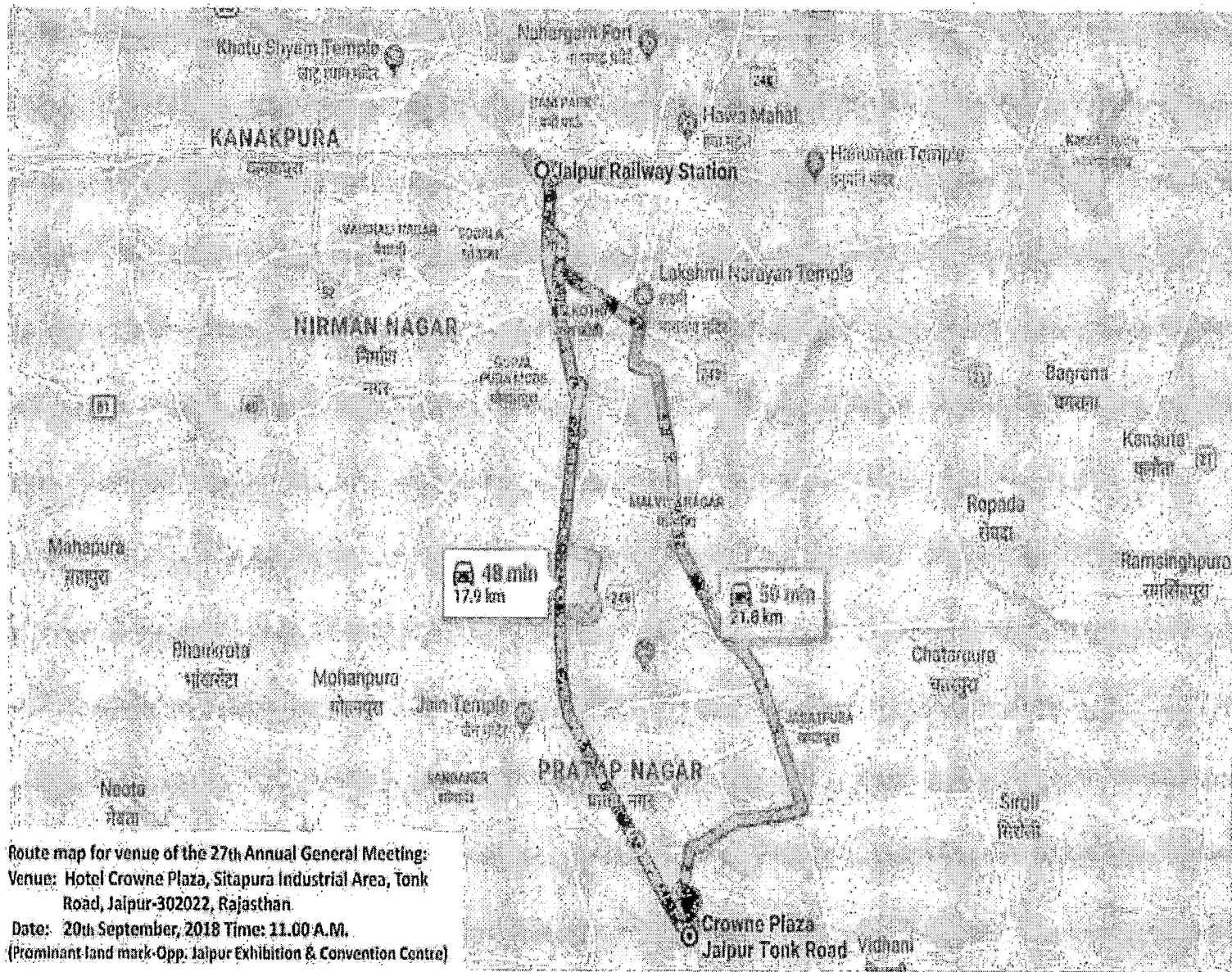
Registration / Updating of Email IDs and Bank Details

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.**

ROUTE MAP



PODDAR PIGMENTS

PODDAR PIGMENTS LIMITED

CIN: L24117RJ1991PLC006307

Registered office: E-10,11 & F-14 To 16, RIICO Industrial Area,
Sitapura, Jaipur-302 022 (Rajasthan)

ATTENDANCE SLIP

TWENTY SEVENTH ANNUAL GENERAL MEETING- 20th SEPTEMBER, 2018

Please complete the attendance slip and hand over at the entrance of the meeting hall.

Sr. No.:	
Registered Folio No. / DP ID / Client ID	
Name and Address to the Members (s)	
Joint holder(s)	
No. of Share(s)	
Name of Proxy (In Block Letters)	
Signature of the Member(s) / Proxy	

I /We hereby record my/ our presence at the Twenty Seventh Annual General Meeting of the Company held on Thursday, the 20th September, 2018 at 11.00 A.M. at Crowne Plaza, Sitapura Industrial Area, Tonk Road, Jaipur-302022 (Rajasthan).

.....
SIGNATURE OF THE MEMBER/
JOINT MEMBER(S)/ PROXY

ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	User ID	*Default PAN

* Only Member who have not updated their PAN with the Company/Depository Participant shall use default PAN as mentioned in the field.