

NOTICE TO THE 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Seventh (27th) Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Wednesday, September 21, 2022 at 03:00 PM through Video Conferencing/other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of Board of Directors' and Auditors' thereon:

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Financial statements for the year ended March 31, 2022 and Board's Report and Auditor's Report thereon be and are hereby considered and adopted."

2. To declare Final Dividend of ₹ 5.00/- (i.e. 50%) per equity share of ₹ 10/- each for the Financial Year ended March 31, 2022:

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** the final dividend of ₹ 5.00/- per equity share of ₹ 10/- each (50%) as recommended by the Board of Directors in their meeting held on May 27, 2022, be and is hereby declared for the financial year ended March 31, 2022 and that the same be paid out of the profits of the Company for the said Financial Year to those shareholders whose names appear in the Register of Members and the beneficial holders of the dematerialised shares as on Wednesday, September 14, 2022 as per the details provided by the Depositories for this purpose."

3. To appoint a Director in the place of Mr. Ashish Bansal (DIN: 01543967), who retires by rotation and being eligible, offers himself for reappointment:

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to section 152 of the Companies Act 2013, Mr. Ashish Bansal (DIN: 01543967), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and he shall continue to be the Managing Director of the Company in accordance with his terms of appointment."

4. To re-appoint M/s. L. Mukundan & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the proposal of the Audit Committee and the recommendations of the Board in their meeting held on August 10, 2022, the Members of the Company be and hereby approve M/s. L. Mukundan and Associates, Chartered Accountants [Firm Registration No. (FRN) 010283S] to be re-appointed as the Statutory Auditors of the Company to hold office for a consecutive period of five years from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the thirty-second (32nd) AGM to be held in the year 2027, on such remuneration, as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions."

SPECIAL BUSINESSES:

5. Adoption of revised set of Articles of Association (AOA) in line with the requirements of Companies Act 2013 ("the Act") and necessary rules framed thereunder:

To consider and if thought fit, to pass, the following resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 14, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by relevant Regulatory/Statutory/Government Authorities, for the time being in force), and such other approvals, as may be required from the relevant Regulatory/Statutory/Government Authorities, consent of the members be and is hereby accorded for alteration and adoption of revised set of Articles of Association (AOA) of the Company, in place of the existing AOA by incorporating applicable provisions

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

of the Companies Act 2013 and other necessary rules framed thereunder;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

6. Approval for the declaration of Bonus shares on the Equity shares of the Company (ISIN: INE063E01046) by way of Capitalisation of Reserves

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution**

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, the Companies (Share Capital & Debenture) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the necessary provisions under the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorised in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalisation of such sums standing to the credit of the free reserves and/or the securities premium account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of ₹ 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and

Central Depository Services (India) Limited (CDSL), on the Record date as determined by the Board i.e., on September 29, 2022 in the proportion of 1 (One) equity share for every 1 (One) existing equity shares of ₹ 10/- each held by the Members/ Beneficial owners as on the Record date;

RESOLVED FURTHER THAT the new equity bonus shares of ₹ 10/- each to be allotted and issued as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to any dividend(s) to be declared after the bonus shares are allotted;

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of new equity bonus shares shall be issued and dispatched to the allottees thereof within the prescribed period, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who are holders of the existing equity shares in demat form;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company if any will be subject to the approval of the RBI, if applicable and as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make appropriate adjustments necessary for the issue of bonus equity shares and in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements;

RESOLVED FURTHER THAT for the purposes of giving effect to the bonus issue of equity shares, the methodology for dealing with fractional shares, the Board and other designated officers of the Company

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, filing of documents with BSE Limited, Registrar of Companies and/or other statutory authorities;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Bonus Issue on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI Regulations and other applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit."

7. **To approve remuneration payable to Mr. Ashish Bansal (DIN: 01543967), Managing Director of the Company by way of Commission or otherwise from the Net profits of the Company**

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors in their meeting held on 10th August 2022, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise, over and above his existing remuneration, at an amount not exceeding Rs. 2.30 Crore of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 commencing from the Financial Year 2022-23 to Mr. Ashish Bansal (DIN: 01543967), Managing Director of the Company and the said commission be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time, notwithstanding inadequacy of profits;

RESOLVED FURTHER THAT any Director of the Company, Key Managerial Personnel and any other person authorized by the Board of Directors of the

Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

8. **To appoint Mr. K Kumaravel (DIN: 00664405) as Whole-Time Director in the capacity of Director Finance of the Company**

To consider and if thought fit, to pass, the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and SEBI (LODR) Regulations, 2015, as amended from time to time, and based on the recommendations of Nomination and Remuneration Committee and Board of Directors, the consent of members of the Company be and is hereby accorded for the appointment of Mr. K Kumaravel (DIN: 00664405) as Whole-time Director in the capacity of Director Finance of the Company for a period of 3 (three) years with effect from December 30, 2021, having been so appointed by the Board of Directors in their meeting held on December 30, 2021, liable to retire by rotation;

RESOLVED FURTHER THAT the Remuneration paid to Mr. K Kumaravel in the capacity of Company Secretary upto December 30, 2021 be treated as remuneration to Company Secretary under the Act in accordance with the approval of the Board of Directors already procured;

RESOLVED FURTHER THAT the details of remuneration drawn by him since December 30, 2021 and to be drawn for the rest of period during his tenure as Director Finance and Company Secretary till December 30, 2024 shall not exceed the following limits, notwithstanding inadequacy of profits:

- I. **Basic Salary:** ₹ 36,00,000/- per annum;
- II. **Perquisites, allowances and others:** Such as House Rent Allowance, Medical Allowance, Provident Fund, Conveyance, medical reimbursement for self and family, Bonus, Leave Travel concession, Gratuity, ESOPs etc., as may be provided by the Company duly agreed upon by the Board of Directors of the Company and Mr. K Kumaravel, provided that the total value of perquisites shall not exceed the amount of annual basic salary;
- III. **Reimbursement of expenses incurred for official purposes:** On actual basis;

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time;

RESOLVED FURTHER THAT wherein any financial year, during the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions as specified in the resolution notwithstanding such inadequacy of profits as allowed under Schedule V of the Companies Act, 2013, amended from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of Amendment(s) or any other document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or

as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

9. To ratify the remuneration of the Cost Auditors for the Financial Year 2021-22:

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the consent of the members be and hereby accorded to ratify the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) in addition to applicable taxes and out of pocket expenses, fixed by the Board of Directors, to M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai (having Firm Registration Number 00085), appointed by the Board of Directors as Cost Auditors to conduct the Audit of the cost records of the Company for the Financial Year 2021-22."

By Order of the Board
For **Pondy Oxides and Chemicals Limited**

K. Kumaravel
Director Finance & Company Secretary

Place : Chennai
Date : August 10, 2022

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular no. 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 read with circulars dated January 13, 2021, May 5, 2020 April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 ('SEBI Circulars') has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 27th AGM of the Company is being conducted through VC/OAVM on Wednesday, September 21, 2022 at 03:00 PM

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.

Corporate member(s) intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote on their behalf at the Meeting;
- The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice;
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act;
- The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special business under Item No. 5 to 9 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed;
- Book Closure, Dividend and Bonus Shares:

 - The Register of Members and the Share Transfer Books of the Company will remain closed September 15, 2022 till September 21, 2022 (both days inclusive) for the purpose of payment of dividend
 - If dividend on Equity Shares, as recommended by the Board, is approved at the 27th Annual General Meeting, the payment of such dividend will be made as under:
 - to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as at the end of Wednesday September 14, 2022
 - to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before Wednesday September 14, 2022
 - If the declaration on Bonus Shares, as recommended by the Board, is approved at the 27th Annual General meeting, the effective date of completion of issue of Bonus Shares for the eligible Shareholders of the Company along with its listing and trading as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations,

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

2018 shall be completed with 2 months from the date of Board Meeting i.e. August 10, 2022.

7. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are advised to dematerialise the shares held by them. Members can contact the Company or Company's Registrars and Transfer Agents - M/s. Cameo Corporate Services Limited for assistance in this regard;
8. Members may please note that SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service request viz., Issue of duplicate securities certificates; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; consolidation of securities certificate/folios; Transmission; Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4, on the website of the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited at <https://cameoindia.com/registry-and-share-transfer>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively, for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically;
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and in case the shares are held in physical form to M/s. Cameo Corporate Services Limited in prescribed form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021;

11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
12. Members seeking any information with regard to the financial statements are requested to write to the Company at kk@pocl.com at least 7 days before the Annual General Meeting so as to enable the management to keep the information ready at the Annual General Meeting;
13. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

- (a) Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares and/or unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Members' interest to claim any uncashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who have not yet encashed the dividend warrants, from the Financial Year ended March 31, 2015 onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. Members are requested to contact the Company's Registrar and Share Transfer Agent at the following address, to claim the unclaimed/unpaid dividends:

M/s. Cameo Corporate Services Limited
 "Subramanian Building" No.1
 Club House Road

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

Chennai – 600002

Tel: +91-44-2846 0390 (6 lines)

Fax: +91-44-2846 0129

Email: murali@cameoindia.com

Website: <https://cameoindia.com/>

- (b) Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with applicable rules, the Company has transferred the unpaid or unclaimed dividends for the financial year 2013-14 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government;
- (c) Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2022 on the website of the Company (<https://pocl.com/portfolio/investor-relations/>).
- (d) Pursuant to provisions of Section 124 of the Companies Act, 2013 read with applicable rules, unpaid dividend due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the year ended	Date of Declaration	Proposed date of Transfer*
March 31, 2015	September 16, 2015	October 22, 2022
March 31, 2016	September 17, 2016	October 23, 2023
March 31, 2017	September 27, 2017	November 2, 2024
March 31, 2018	September 22, 2018	October 28, 2025
March 31, 2019	September 18, 2019	October 24, 2026
March 31, 2020	March 13, 2020	April 18, 2027
March 31, 2021	September 18, 2021	October 24, 2028

*Indicative dates, actual dates may vary.

- (e) Pursuant to the notification of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Authority Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. The Company has issued notice to the

concerned shareholders intimating them of the impending transfer of shares and simultaneously published a notice in newspapers. The Company has also uploaded the details of the same on the website of the Company for the benefit of the shareholders. Members are requested to verify the status in the Company's website (<https://pocl.com/transfer-of-shares/>).

14. Payment of Dividend through electronic means:

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent - M/s. Cameo Corporate Services Limited;
- (b) Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants;
- (c) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members;
- (d) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to murali@cameoindia.com latest by 11:59 P.M. (IST) on September 14, 2022.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to murali@cameoindia.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on September 14, 2022.

15. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

16. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

17. Nomination Facility:

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.

18. All documents referred to in the accompanying Notice

and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at kk@pocl.com;

19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report FY 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM and the Annual Report FY 2021-22 will also be available on the Company's website at www.pocl.com, on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL <https://www.cdslindia.com/>;

20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended to date and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below:

2. The remote e-Voting period commences at 09:00 AM (IST) on Sunday, September 18, 2022 and ends at 05:00 PM (IST) on Tuesday, September 20, 2022. The e-Voting module shall be disabled by CDSL for voting thereafter. During this period, Members holding shares either in physical or de-materialised form as on the Cut-Off Date i.e., Wednesday, September 14, 2022, may cast their votes electronically. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

3. The Company has appointed Mr. Krishna Sharan Mishra of M/s. KSM & Associates., Company Secretaries (Membership No. FCS 6447) as the Scrutiniser to scrutinise the voting at the meeting and remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the purpose;

4. The Members who have cast their vote by remote

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

e-Voting prior to the AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again;

5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Wednesday, September 14, 2022 ("Cut-Off Date");
6. Any person, who are other than individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off date i.e. Wednesday, September 14, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However,

if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you could reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evotingindia.com. In case of Individual shareholders holding securities in Demat mode, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut-off date i.e. Wednesday, September 14, 2022 are requested to follow the login method mentioned below in point (A) under e-Voting instructions;

7. E-Voting Instructions:

The way to vote electronically on CDSL/NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to CDSL/NSDL e-Voting system

- (A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode is allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat Accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">(i) Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System - Myeasi.(ii) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.(iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration(iv) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<p>(i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/.</p> <p>(iii) Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iv) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with CDSL/NSDL for e-Voting facility. Once login is complete, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL/NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the above-mentioned website.

[Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.](#)

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22 2305 8738 or +91 22 2305 8542-43
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue to login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430

(B) [Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.](#)

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Once the Home page of e-Voting system is launched, Click on "Shareholders" module.
- (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- (v) If you are a first-time user follow the steps given below:

Particulars	For Shareholders holding shares in Demat Form other than individual 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both 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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(C) Facility for Non – Individual Shareholders and Custodians – Remote Voting:

(i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

(ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(iii) 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.

(iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(v) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.

- (vi) Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser at evoting.ksmassociates@gmail.com and to the Company at the email address viz, kk@pocl.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

INSTRUCTIONS TO MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

GENERAL INSTRUCTIONS / INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:

1. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s) who are authorised to vote, to the Scrutiniser at the email address: evoting.ksmassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com;
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will

need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evotingindia.com to reset the password.

3. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evotingindia.com or call on 022-23058738 and 022-23058542/43 or send a request at helpdesk Any query or grievance connected with the remote e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com.
4. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. K. Kumaravel, Company Secretary at KRM Centre, 4th Floor, No. 2, Harrington Road, Chetpet, Chennai – 600031, Tamil Nadu, India. Phone: 044-42965454, Email ID: kk@pocl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide a request letter duly signed by the first-named shareholder stating Folio No., Name of shareholder, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAR (self-attested copy of Aadhar Card) to the Registrars and Transfer Agents – Cameo Corporate Services Limited;
2. In case shares are held in Demat mode, please contact your Depository Participant (DP) and register your email address in your demat account, as per the process advised by your DP;
3. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained under Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode;
4. Alternatively, shareholder / members may send a request to helpdesk.evoting@cdslindia.com for procuring user ID and password for e-voting by providing above mentioned documents;
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

INSTRUCTIONS TO MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM, ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for Access to CDSL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of Company will be displayed.
2. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches
6. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
7. Members who need assistance before or during the AGM, can contact CDSL on +91 22 2305 8738 or +91 22 2305 8542-43 or contact Mr. Rakesh Dalvi, Sr. Manager at helpdesk.evoting@cdslindia.com.
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at kk@pocl.com atleast 7 working days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

OTHER INFORMATION:

1. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing who shall countersign the same;
2. The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the Results of the voting. The Results declared, along with the Scrutiniser's Report, shall be placed on the Company's website and on the website of CDSL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed;
3. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Wednesday, September 21, 2022.

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the Special Businesses mentioned under Item No. 5 to Item no. 9 of the accompanying 27th AGM Notice:

ITEM NO. 5

Adoption of revised set of Articles of Association (AOA) in line with the requirements of Companies Act 2013 ("the Act") and necessary rules framed thereunder

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 and several regulations in the existing AOA contain reference to specific Sections of the Companies Act, 1956 and some provisions in the existing AOA are no longer in conformity with the Act. Further for issue of further shares amendment in the AOA is required. Since the Company is considering the issue of further shares, it is proposed to amend the AOA.

Hence, the AOA is proposed to be revised duly aligning with the applicable provisions under the Act. The aforesaid revision of AOA and the consequent proposal for adoption of new set of AOA require the approval of members by way of Special Resolution as provided under the Act.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 5 for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way interested or concerned in the resolution.

ITEM NO. 6

Approval for the declaration of Bonus shares on the Equity shares of the Company (ISIN: INE063E01046) by way of Capitalisation of Reserves

The Company's Authorised Capital is ₹ 20,15,00,000 comprising of 2,01,50,000 equity shares of ₹ 10/- each and paid-up capital is ₹ 5,81,23,900 comprising of 58,12,390 equity shares of ₹ 10/- each, as per the audited financial statements for the year ended March 31, 2022. The Company's Net Worth as on March 31, 2022 was ₹ 208.14 Crore consisting of ₹ 5.81 Crore paid up equity share capital, Free Reserves and Securities Premium of ₹ 202.33 Crore. The Free Reserves are accumulated over the period of 25 years and the Board of Directors would like to capitalise one portion of the Reserves to the shareholders by way of Bonus Issue for their longstanding association with the Company for more than 25 years.

The revised set of adopted Articles of Association as

mentioned in Item no. 5 of this Notice permits that, the Company, in General Meeting may, upon recommendation of the Board, approve, capitalisation of its Reserves to the extent permissible under the provisions of the Companies Act 2013 and necessary Rules framed thereunder.

Accordingly, the Board of Directors ("Board"), at their meeting held on August 10, 2022, recommended after considering the valuable reserves, subject to the consent of the shareholders of the Company and all other requisite approvals, permissions, sanctions had approved and recommended to capitalise to the extent of ₹ 5,81,23,900 or such other amount from and out of General Reserve and/or the securities premium account of the Company as per the Audited Financial Statements of the Company for the financial year ended March 31, 2022, for issue and allotment of bonus shares of ₹ 10/- (Rupees Ten only) each fully paid up for every 1 (One) existing equity shares of ₹ 10/- (Rupees Ten only) each of the Company held by the existing shareholders as on the "Record Date" to be determined by the Board.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires approval of the Members of the Company. Accordingly, approval of the shareholders of the Company is hereby sought by way of ordinary resolution as set out in the Notice.

The Bonus shares are proposed to be allotted to the shareholders whose names appear on the Register of Members and Beneficial Owners' Position of the Company as on the "Record Date", to be determined by the Board of Directors thereof for the purpose of issue of bonus shares, in the ratio of 1 (One) new bonus shares of ₹ 10/- (Rupees Ten only) each for every 1 (One) fully paid equity share of face value of ₹ 10/- each held by them as on the Record date.

The Equity Share Capital of the Company post bonus issue is projected below:

Particulars	Existing Capital	Bonus Issue In the ratio of 1:1	Post Bonus Issue Capital
Authorised Share Capital	₹ 20,15,00,000/- (2,01,50,000 shares of ₹ 10/- each)	NA	20,15,00,000 (2,01,50,000 shares of ₹ 10 each)
Issued, Subscribed and Paid up Share Capital	₹ 5,81,23,900/- (58,12,390 shares of ₹ 10/- each)	₹ 5,81,23,900/- (58,12,390 shares of ₹ 10/- each)	₹ 11,62,47,800/- (1,16,24,780 shares of ₹ 10/- each)

Accordingly, the Board of Directors recommends the resolution set out at Item No. 6 for approval of the shareholders as an Ordinary Resolution.

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this Notice, except to the extent of issue and allotment of bonus shares to them consequent to their shareholding, if any, in the Company as on the record date.

ITEM NO. 7 & 8

1) To approve remuneration payable to Mr. Ashish Bansal, Managing Director by way of Commission or otherwise from the Net profits of the Company

The Company is taking approvals from the members, from time to time, for re-appointment of Executive Directors along with the terms of their remuneration (the previous approval from the Members was taken in the AGM held on 28th September 2020).

The Companies Act, 2013 along with the necessary rules framed thereunder permits payment of commission or otherwise, in excess of the remuneration paid to Directors of the Company, subject to approval of the members by means of a Special Resolution.

Mr. Ashish Bansal, Managing Director (DIN: 01543967) is a leading professional with high level of expertise and rich experience in varied functional areas such as business strategy, sales & marketing, financial governance, corporate governance, research & innovation amongst others. He has been shaping and steering the Company's long term strategy by providing invaluable contributions towards POCL's group growth strategy, monitoring of risk management and compliances.

During the Financial Year 2022-23, the Company commissioned a study of benchmarking the remuneration payable to Executive Directors. The study was undertaken on the basis of industry, size, effective governance and expected contribution by the Board. In line with the recommendations made by the study commissioned, the members of Nomination and Remuneration Committee and Board of Directors at their meetings held on 10th August 2022, recommended the proposal for payment to Executive Directors of the Company, over and above the current remuneration payable to the Executive Directors, by way of commission or otherwise, not exceeding Rs. 2.30 Crore of the net profits of the Company calculated in accordance with the provisions of the Act, effective from the financial year 2022-23.

The payment of such commission shall be in addition to his existing remuneration as approved by the shareholders in the meeting held on 28th September

2020 and subject to the availability of net profits, notwithstanding inadequacy of profits in terms of Schedule V.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 7 for approval of the shareholders as a Special Resolution.

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 in this Notice, except Mr. Ashish Bansal and Mr. Anil Kumar Bansal.

2) To appoint Mr. K Kumaravel as Whole-Time Director in the capacity of Director Finance of the Company

The Board of Directors at the meeting held on 30th December 2021 appointed Mr. K Kumaravel as Additional Director of the Company to hold office for a period of 3 years, based on the recommendations of Nomination and Remuneration Committee and subject to the approval of members in the General Meeting.

Pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013, approval of the shareholders by way of Special Resolution is being sought for the appointment of Mr. K Kumaravel as Whole-time Director in the capacity of Director Finance, with effect from 30th December 2021.

The Remuneration given to Mr. K Kumaravel in the capacity of Company Secretary to be treated as remuneration under the Act and the details of remuneration drawn by him and to be drawn for the rest of period during his tenure as Director Finance and Company Secretary till 30th December 2024 not exceeding the following limits:

Director	Mr. K Kumaravel
Tenure	With effect from 30 th December 2021 till 30 th December 2024
Basic Salary	₹ 36,00,000/- per annum
Perquisites and Allowances	House Rent Allowance, Medical Allowance, Provident Fund, Conveyance, Medical Reimbursement for Self and family, Bonus, Leave Travel Concession, Gratuity, ESOPs etc. and other allowances as may be decided by the Company and as agreed upon by the Board of Directors of the Company and Mr. K Kumaravel provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual basic salary
Reimbursement of Official Expenses	On actual basis

Mr. K Kumaravel is deemed to be interested in the proposed resolution.

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

The Disclosures required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) regulation, 2015 and Secretarial Standards on General Meeting (SS-2) is provided as Annexure to this Notice.

Minimum Remuneration:

In the years where the company has no profits or the profits are inadequate, the remuneration to the managerial personnel will be within the limits set out in Part-II – Section II of Schedule V to the Companies Act, 2013, as amended from time to time. The Board of Directors of the Company may also be authorized to determine and modify from time to time the remuneration payable to the said directors in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof and stipulations contained in and any other applicable provision of the Companies Act, 2013. Information as required under the Part II – Section II of Schedule V to the Companies Act, 2013 in respect of each appointee is produced below:

I. General Information:

1. Nature of Industry

The Company is engaged in the manufacture of Lead Metals and Alloys.

2. Date or expected date of commencement of commercial production

The Company has been in business for the past 27 years and focusing on the manufacturing of Lead Metals and Alloys.

3. Financial performance based on given indicators
(₹ in Lakhs)

Particulars	FY 2021-22	FY 2020-21	FY 2019-20
Sales (Net)	1,45,480.10	1,00,427.16	1,21,987.10
Profit Before Tax	6,435.65	1,377.50	2,122.78
Profit After Tax	4824.76	1,077.78	1,634.56
Shareholders' Funds	20,184.67	16,132.29	15,044.98

4. Foreign investments or collaborations, if any: NIL

II. Information about Mr. K Kumaravel, Director Finance and Company Secretary

1. Background details

Mr. K Kumaravel, aged about 59 years, served in the Company for about 27 years since the year 1995. He is a member of both the Institute of

Company Secretaries of India and Institute of Cost and Management Accountants of India.

2. Past remuneration

For the financial year ended 31st March 2022, the remuneration of Mr. K Kumaravel was ₹ 28.81 Lakhs

3. Job Profile and his suitability

Mr. K Kumaravel has experience of more than 36 years in Finance, Accounts and Secretarial departments of Public Sector Undertakings.

4. Remuneration proposed

As stated in the resolution at Item No. 8 of this Notice

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

The remuneration of Mr. K Kumaravel is commensurate with remuneration paid in the manufacturing sector, in India for similar sized roles, taking into consideration the responsibilities shouldered by him. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any

Mr. K Kumaravel holds 8,071 Equity Shares in the Company as on 31st March 2022. He is not related to any Director or managerial personnel of the Company.

III. Other Information

1. Reasons for inadequate profits

Managing growth and price stability are the major challenges of macroeconomic policy making. Your company has taken steps to mitigate the challenge and improved the turnover and profitability during the past 3 years despite tough situation of Pandemic. Though the profitability of the Company is adequate to pay the remuneration, in many of the years, taking into account the eventuality of inadequate profit approval of the members is obtained for payment of minimum remuneration, if required.

2. Steps taken or proposed to be taken for improvement

To overcome the above problems, the company is locking the price for import of raw materials on average LME basis every month as the sale realization also based on the average LME price of the previous month. Further, the Company also

NOTICE TO THE 27TH ANNUAL GENERAL MEETING (Contd.)

introduced value added products to maximize the profitability. Hedging Mechanism is in place to safeguard against volatility risk.

3. **Expected Increase in productivity and Profits in measurable terms**

In view of the steps taken by the Company, turnover has increased in the year 2021-22 compared to the previous years. Further, the Company is also aiming to increase the profitability in coming years as per the initiatives taken by the management.

IV. **Disclosures**

As required, the information is provided under Corporate Governance Section of the Annual report.

The Explanatory Statement together with the accompanying Notice may be treated as an abstract of the terms of appointment of Mr. K Kumaravel, Director – Finance and Company Secretary and payment of remuneration to them and the Memorandum of Interest under Section 190 of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 8 for approval of the shareholders as a Special Resolution.

Mr. K Kumaravel is deemed to be interested in this resolution.

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 in this Notice.

ITEM NO. 9

Ratification of remuneration of the Cost Auditors for the Financial Year ended March 31, 2022:

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vivekanandan Unni & Associates as the Cost Auditor (having Firm Registration Number 00085) to conduct the audit of the cost records of the Company for the Financial Year ended March 31, 2022. The remuneration payable to the cost auditor is ₹ 40,000 (Rupees Forty Thousand Only) excluding taxes and reimbursement of incidental expenses incurred by the Auditor for carrying out the cost audit.

Accordingly, the Directors recommend the consent of the members for passing an Ordinary Resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2022.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the resolution.

Inspection of documents:

The Documents pertaining to the above Special Business are available for inspection at the Registered Office of the Company on any day prior to the meeting during working hours.

By Order of the Board
For **Pondy Oxides and Chemicals Limited**

K. Kumaravel
Director Finance & Company Secretary

Place : Chennai
Date : August 10, 2022

Annexure to the 27th AGM Notice

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING

[Pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Ashish Bansal	Mr. K Kumaravel
DIN	01543967	00664405
Date of Birth/ Age	July 15, 1981 / 41 years	May 9, 1963 / 59 years
Designation / Category of Director	Managing Director	Director Finance & Company Secretary
Original date of Appointment on the Board	July 30, 2009	December 30, 2021
Last drawn remuneration (FY ended March 31, 2022 per annum)	₹ 235.10 Lakhs	₹ 28.81 Lakhs #
Qualification and Brief resume of the Director	Mr. Ashish Bansal is qualified MBA from University of Wales, UK, is a part of the Board of the Company since 2009. In the 20th Annual General meeting (AGM) he was appointed as Managing Director with effect from June 1, 2015. He was re-appointed as Managing Director with effect from April 1, 2021 for a period of 3 years.	Mr. K Kumaravel is an associate member of ICSI (A10921) and ICMAI (A10033). He did his Bachelor's and Master's degree in Commerce from Annamalai University. Also holds Diploma in Labour laws from Annamalai University.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Ashish Bansal is the son of Mr. Anil Kumar Bansal, Chairman & Whole-Time Director of the Company. He is not related to any of the other Directors or Key Managerial Personnel of the Company	Mr. K Kumaravel is not related to any of the Directors or other Key Managerial Personnel of the Company.
Expertise in specific functional area	Overall Management of the Company with specialisation in Raw Material Procurement and Sale of finished goods.	35 years of experience in Finance, Accounts, Taxation, Legal and Secretarial Departments of Public Sector Undertakings and Public Limited Companies. Expert in handling IPO, Rights Issue and other Restructuring activities.
Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies)	1) Material Recycling Association of India (MRAI) w.e.f September 29, 2021 2) POCL Future Tech Private limited (w.e.f May 27, 2022)	1) POCL Future Tech Private limited (w.e.f 27th May 2022)
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Terms and Conditions of Appointment along with the Remuneration proposed to be paid	As stated in the notice of the 27th AGM & explanatory statement	As stated in the notice of the 27th AGM & explanatory statement
Number of Board Meetings held and attended during the year (FY 2021-22)	Held – 6 Attended – 6	Held – 6 Entitled to Attend – 2 Attended – 2
No. of Equity Shares held in the Company as on March 31, 2022	8,50,615	8,071

includes remuneration drawn as Company Secretary prior to appointment as Director