

NOTICE TO THE 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Eighth (28th) Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Friday, September 22, 2023 at 03.00 P.M. IST through Video Conferencing/other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSSES:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, 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 Standalone and Consolidated Financial statements for the year ended March 31, 2023, and Board's Report and Auditor's Report thereon be and are hereby considered and adopted."

- To declare Final Dividend of ₹ 5.00/- (i.e. 50%) per equity share of ₹ 10/- each for the Financial Year ended March 31, 2023:**

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 29, 2023, be and is hereby declared for the financial year ended March 31, 2023 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 Friday, September 15, 2023 as per the details provided by the Depositories for this purpose."

- To appoint a Director in the place of Mr. Anil Kumar Bansal (DIN: 00232223), 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. Anil Kumar Bansal (DIN: 00232223), 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 Chairman & Whole-time Director of the Company in accordance with his terms of appointment."

SPECIAL BUSINESSSES:

- Re- appointment of Mr. Ashish Bansal (DIN: 01543967) as Managing Director and fixing his remuneration.**

To consider and if thought fit, to pass, the following resolution(s) as a **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 thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and subsequent acceptance by the Board of Directors, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Ashish Bansal as Managing Director of the Company for a period of 3 years with effect from April 1, 2024 at such remuneration mentioned below with an authority of the Board to provide an annual increment not exceeding 30% of the existing remuneration-

- Basic Salary:** ₹ 1,50,00,000 (Rupees One Crore Fifty Lakhs only) per annum;
- Perquisites and allowances:** Such as House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, ESOPs, etc. Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Ashish Bansal, provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary;
- Reimbursement of expenses incurred for official purposes:** On actual basis;
- Profit based commission:** remuneration by way of commission or otherwise, over and above the remuneration mentioned in (A) to (C) above, at an amount not exceeding ₹ 2.50 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 2024-

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

25 and the payment of commission or otherwise 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 the above remuneration including profit based commission or otherwise shall be subject to modification, as may be deemed fit 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 in any financial year, during the tenure of Mr. Ashish Bansal, in case the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances and may pay profit based commission or otherwise subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be 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 such 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."

5. Re-appointment of Mr. Anil Kumar Bansal (DIN: 00232223) as Whole-Time Director and fixing his remuneration.

To consider and if thought fit, to pass the following resolution(s) as a **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 thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee & subsequent acceptance by Board of Directors, consent

of the members of the Company be and is hereby accorded to re-appoint Mr. Anil Kumar Bansal (DIN: 00232223), who will be attaining the age of 70 years during the tenure as Chairman & Whole-Time Director of the Company for a period of 3 years with effect from April 1, 2024 at such remuneration mentioned below with an authority of the Board to provide an annual increment not exceeding 30% of the existing remuneration-

(A) Basic Salary: ₹ 75,00,000 (Rupees Seventy Five Lakhs only) per annum.

(B) Perquisites and allowances: Such as House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, ESOP's, etc. Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Anil Kumar Bansal, provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.

(C) 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 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 in any financial year, during the tenure of Mr. Anil Kumar Bansal, in case 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 specified under Schedule V of the Companies Act, 2013, as may be 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 such 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."

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

6. To increase the borrowing powers of the Company

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

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company in the 26th Annual General Meeting held on September 18, 2021 and pursuant to Section 180(1)(a), 180(1)(c), and other applicable provision(s), if any, of the Companies Act, 2013 read with Companies (Meeting of the Board and its powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association (AOA) of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to borrow any sum or sums of money from time to time at its discretion, from one or more banks, Financial Institutions and other persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the Ordinary course of business) may, at any time, exceed the aggregate of its paid-up share capital and its free reserves and securities premium, subject to such aggregate borrowings not exceeding an amount of ₹ 400 Crore (Rupees Four Hundred Crore only) and that the Board be and is hereby empowered and authorised to arrange and fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to mortgage and/or charge all or any of the movable or immovable property of the Company, wheresoever situated, being present or in future, in favour of Banks, Financial Institutions and other Persons, Firms, Bodies Corporate to secure the loan advanced/agreed to be advanced together with the interest thereon for an amount not exceeding ₹ 400 Crore (Rupees Four Hundred Crore only) in aggregate at any given point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary,

proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

7. Re-appointment of Mr. A Vijay Anand (DIN: 06431219) as Independent Director of the Company:

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

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provision(s) of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vijay Anand (DIN: 06431219), whose period of office for first term as Independent Director of the Company, is liable to expire on December 26, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for a second term and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company with effect from December 27, 2023 to December 26, 2028 and the term shall not be subject to retirement by rotation."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid re-appointment and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

8. To ratify the remuneration of the Cost Auditors for the Financial Year 2022-23:

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

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

“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 2022-23.”

By Order of the Board

For **Pondy Oxides and Chemicals Limited**

K. Kumaravel

Director Finance & Company Secretary

Place : Chennai

Date : August 11, 2023

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 10/2022 dated December 28, 2022, 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, SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ('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 28th AGM of the Company is being conducted through VC/OAVM on Friday, September 22, 2023 at 03:00 PM IST. The registered office of the Company shall be deemed to be the venue for the 28th AGM.
2. 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 28th 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 this 28th AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
3. 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 this 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 forms part of the Notes to this Notice;
4. 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;
5. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the special businesses under Item No. 4 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and "Secretarial Standard – 2" on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is also annexed;
6. Book Closure, Dividend and Bonus Shares:
 - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from September 16, 2023 till September 22, 2023 (both days inclusive) for the purpose of payment of dividend;
 - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the 28th Annual General Meeting, the payment of such dividend will be made as under:
 - (i) 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 Friday, September 15, 2023
 - (ii) 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 Friday, September 15, 2023
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

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

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, SEBI/HO/MIRSD_RTAMB/P/CIR/2021/687 dated November 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023;
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, 2016 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
 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 2014-15 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

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

lying with the Company as on March 31, 2023 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, 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
March 31, 2022	September 21, 2022	October 27, 2029

*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 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 15, 2023.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate as applicable under Statutory Regulations/Guidelines.

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 15, 2023.

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

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 2022-23 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 2022-23 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, National Stock Exchange of India Limited at <https://www.nseindia.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 Tuesday, September 19, 2023 and ends at 05:00 PM (IST) on Thursday, September 21, 2023. The e-Voting module shall be disabled/blocked 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., September 15, 2023, 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 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 Friday, September 15, 2023 ("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. Friday, September 15, 2023, 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

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

and become member of the Company after dispatch of the Notice and holding shares as of the Cut-off date i.e. Friday, September 15, 2023 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	<p>(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.</p> <p>(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.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(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</p>
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>

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

Type of Shareholders	Login Method
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 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

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

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 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

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

- to vote, to the Scrutiniser at the email address: evoting.ksmassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com;
- 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.
 - 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.
 - 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:

- 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;
- 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;
- 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;
- 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;
 - In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat 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:

- 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.
- 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
- 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.
- 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.
- Members who need assistance before or during the AGM, can contact CDSL on +91 22 2305 8738 or +91 22

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

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 at least 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. Friday, September 22, 2023.

NOTICE TO THE 28TH 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. 4 to Item no. 8 of the accompanying 28th AGM Notice:

ITEM No. 4 & 5

The tenure of Mr. Ashish Bansal & Mr. Anil Kumar Bansal expires on March 31, 2024. Taking into consideration the valuable services rendered by them and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 11, 2023 approved their re-appointment for a further period of three years with effect from April 1, 2024, with a revised remuneration, subject to the approval of the shareholders of the Company.

Pursuant to the provisions of Sections 196 and 197 read with Schedule V of the Companies Act, 2013, approval of the shareholders by way of Special resolution is being sought for the re-appointment of Mr. Ashish Bansal as Managing Director and Mr. Anil Kumar Bansal as Whole-time Director and payment of remuneration to them.

The Proposal for reappointment of Mr. Anil Kumar Bansal as Whole-time Director, who would attain the age of 70 years during the period of 3 years, is made keeping in view of his rich and varied experience in the industry and his involvement in the operations of the Company over a long period of time and it would be in the interest of the Company to continue his employment as a Whole-Time Director. Further, in the opinion of the Board, he is also physically fit to carry out the duties of a Whole-Time Director. Hence Shareholders are requested to appoint him as a Whole-Time Director and confirm his terms of appointment and remuneration by passing a Special Resolution.

A summary of the material terms and conditions relating to the appointment of above directors are as follows:

Director	Mr. Ashish Bansal	Mr. Anil Kumar Bansal
Tenure	For a period of three years from April 1, 2024	
Basic Salary	₹ 1,50,00,000 p.a	₹ 75,00,000 p.a
Perquisites & Allowances	House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and the respective director subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.	

Reimbursement of Official Expenses	On actual basis	
Profit Based commission (excluding the above)	₹ 2.50 Crore	---
Annual Increment	Not exceeding 30%	Not exceeding 30%

The Disclosures required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is provided as Annexure of 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 authorised to determine and modify from time to time the remuneration payable to the said directors in accordance with the provisions of Sections 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. In view of above, the Company is seeking approval of the Shareholders by way of special resolution.

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 Metal and Alloys and other Non-ferrous metals.

2. Date or expected date of commencement of commercial production

The Company has been in business for the past 28 years and focusing on the manufacturing metals and alloys and other non-ferrous metals.

3. Financial performance based on given indicators (for previous 3 Financial Years)

₹ in Lakhs

Particulars	FY 2022-23	FY 2021-22	FY 2020-21
Sales (Net)	1,47,166.84	1,45,480.10	1,00,427.16
Profit Before Tax	6,575.67	6,435.65	1,377.50
Profit After Tax	4,920.12	4,824.76	1,077.78
Shareholders' Funds	25,414.56	20,814.67	16,132.29

4. Foreign investments or collaborations, if any: NIL

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

II (A) Information about Mr. Ashish Bansal, Managing Director**1. Background details**

Mr. Ashish Bansal aged about 42 years is a part of the Board of the Company since 2009. In the 20th Annual General Meeting 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.

2. Past remuneration

The total remuneration drawn by Mr. Ashish Bansal during the financial year 2022-23 was ₹ 234.57 Lakhs.

3. Recognition or awards

During the year, he received an award on behalf of the Company which was facilitated with a Certificate of recognition as "Three Star Export House" from Directorate General of Foreign Trade, Ministry of Commerce & Industry, Govt. of India based on an exceptional performance in international trade and successful achievement of desired export performance.

4. Job profile and his suitability

Mr. Ashish Bansal graduated in Management studies from University of Wales, United Kingdom. He is in charge of overall functioning of various departments. Mr. Ashish Bansal devotes his time and attention to the business of the Company and carries out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercises such powers as may be assigned to him, subject to superintendence, control and directions of the Board. He takes steps to start new projects in the Company as part of Company's Expansion and Diversification strategies.

5. Remuneration proposed

The remuneration proposed for Mr. Ashish Bansal is as stated in the resolution at Item No. 4 of this Notice.

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

The remuneration of Mr. Ashish Bansal is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is commensurate

with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any

During the Financial Year 2022-23, Mr. Ashish Bansal has advanced unsecured loan to an extent of ₹ 199.00 Lakhs to the Company. He holds 17,17,924 equity shares as on March 31, 2023 in the Company.

Mr. Ashish Bansal is the son of Mr. Anil Kumar Bansal, Chairman and Whole-Time Director of the Company.

II (B) Information about Mr. Anil Kumar Bansal, Chairman and Whole-Time Director**1. Background details**

Mr. Anil Kumar Bansal, aged 69 years is the Promoter-Director of the Company and holding the position of Managing Director from the date of incorporation of the Company in 1995. With effect from June 1, 2015 he was appointed as Chairman and Whole-Time Director of the Company.

2. Past remuneration

The total remuneration drawn by Mr. Anil Kumar Bansal during the financial year 2022-23 was ₹ 108.71 Lakhs.

3. Recognition or awards

Nil

4. Job profile and his suitability

Mr. Anil Kumar Bansal is a Science graduate, specialised in production and R&D areas of Metals, Alloys and Lead Compounds. He is the Chairman of the Company and he oversees the activities of the Board and gives directions to the Managing Director and other Directors on the policies of the Company.

5. Remuneration proposed

The remuneration proposed for Mr. Anil Kumar Bansal is as stated in the resolution in Item No. 5 of this Notice.

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

The remuneration of Mr. Anil Kumar Bansal is as per Section 197 and 198 of the Companies

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

Act, 2013 read with Schedule V and is commensurate with the remuneration paid in the similar sized industries in same/similar segment of business for this position and profile.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

During the Financial Year 2022-23, Mr. Anil Kumar Bansal has advanced unsecured loan to an extent of ₹ 368.00 Lakhs to the Company. He holds 12,53,622 equity shares as on March 31, 2023 in the Company.

Mr. Anil Kumar Bansal is related to Mr. Ashish Bansal, Managing Director of the Company.

III. OTHER INFORMATION

1. Reasons in case if the Company has inadequate profits, if any, in any financial year

Managing growth and price stability are the major challenges of macroeconomic policy making. Your Company has taken steps to mitigate the challenges and improved the turnover and profitability during the past 3 years. Though the profitability of the Company is adequate to pay the remuneration for the Managerial Personnel(s), in many of the years, taking into account the eventuality of inadequate profit during any financial year(s), hence approval of the members is obtained for payment of minimum remuneration as an abundant caution.

2. Steps taken or proposed to be taken for improvement

To overcome the above problems, if arisen during any financial year(s), the Company would continue to lock the price for import of raw materials on average London Metal Exchange (LME) basis every month as the sale realisation also based on the average LME price of the previous month. Further, the Company also introduced value added products along with venturing into other Non-ferrous metals for maximising 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 2022-23 compared to the previous years and the Company was able to maintain its profitability from the previous year despite geo-political and other macro-economic

issues. Further, the Company is also aiming to increase the profitability in coming years as per the initiatives taken by the Management.

IV. DISCLOSURES.

The following information is provided under Corporate Governance Section of this Annual Report:

- (a) all elements of the revenue package, if any, such as salary, benefits, bonuses, stock options, pension etc. of all Directors;
- (b) details of fixed component and performance linked incentives, if any, along with performance criteria;
- (c) service contracts, notice period, severance fees;
- (d) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

The Explanatory Statement together with the accompanying Notice may be treated as an abstract of the terms of appointment and Memorandum of interest under Section 190 of the Companies Act, 2013 on fixing the payment of remuneration for Mr. Anil Kumar Bansal, Chairman and Whole-time Director and fixing the payment of remuneration with profit based commission for Mr. Ashish Bansal, Managing Director of the Company.

Your directors recommend the resolution set out in Item No. 4 & 5 of the Notice for approval by the Members as a Special Resolution

Except for Mr. Ashish Bansal and Mr. Anil Kumar Bansal none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out at item nos. 4 & 5.

ITEM NO. 6

Increase in the borrowing powers of the Company

The members of the Company in the 26th Annual General Meeting held on September 18, 2021, authorised the Board of Directors of the Company to borrow in excess of paid-up capital and free reserves upto an amount of ₹ 300 Crore (Rupees Three Hundred Crore only), excluding the temporary loans.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

NOTICE TO THE 28TH ANNUAL GENERAL MEETING (Contd.)

Your consent is required under the provisions of Sections 180(1)(c) and Section 180(1)(a) of the Act, to authorise the Board to borrow in excess of Paid-up share Capital, free reserves and Securities Premium of the Company and accordingly the resolution is proposed to increase the borrowing limits from ₹ 300 Crore to ₹ 400 Crore.

The resolutions as set out in Item No. 6 of this Notice requires your approval as Special Resolution. None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution. Your directors recommend the resolution set out in Item No. 6 of the Notice for approval by the Members as a Special Resolution

ITEM NO. 7

Re-appointment of Mr. A Vijay Anand (DIN: 06431219) as Independent Director of the Company:

The Shareholders of the Company, in their Meeting held on September 18, 2019, appointed Mr. A Vijay Anand as an Independent Director of the Company for a period of 5 years commencing from December 27, 2018 till December 26, 2023. Mr. A Vijay Anand is a retired civil servant with over 36 years of experience in the Central Government, in positions ranging from Revenue Collection, adjudication, administration and appeals in Indirect Taxes. He is the Chairperson of all the Board Committees. Taking into account, the expertise and contribution made by him to the Board and as recommended by the Nomination and Remuneration Committee, the Board proposes to re-appoint him as an Independent Director for a second consecutive term of 5 years commencing from December 27, 2023 to December 26, 2028.

In the opinion of the Board, Mr. A Vijay Anand fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and SEBI Listing Regulations. The Details as required by the Secretarial Standard on the General Meetings and SEBI Listing Regulations are provided in the Annexure to this Notice.

Other than Mr. A Vijay Anand, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. Your directors recommend the resolution set out in Item No. 7 of the Notice for approval by the Members as a Special Resolution.

ITEM NO. 8

Ratification of remuneration of the Cost Auditors for the Financial Year ended March 31, 2023:

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, 2023. 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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2023.

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 Businesses 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 11, 2023

ANNEXURE TO THE 28TH AGM NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 28th 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(s)	Mr. Anil Kumar Bansal	Mr. Ashish Bansal	Mr. A Vijay Anand
DIN	00232223	01543967	06431219
Date of Birth/ Age	November 2, 1953 / 69 years	July 15, 1981 / 42 years	August 18, 1956 / 67 years
Designation / Category of Director	Chairman & Whole-time Director	Managing Director	Independent Director
Original date of Appointment on the Board	March 21, 1995	July 30, 2009	December 27, 2018
Remuneration drawn (for FY March 31, 2023)	₹ 234.57 Lakhs	₹ 108.71 Lakhs	No remuneration drawn except for sitting fees
Qualification and Brief resume of the Director	Mr. Anil Kumar Bansal is a Science graduate, specialised in production and R&D areas of Metals, Alloys and Lead Compounds. He is the Chairman of the Company and he oversees the activities of the Board and gives directions to the Managing Director and other Directors on the policies of the Company.	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 AGM he was appointed as Managing Director (MD) with effect from June 1, 2015. He was re-appointed as MD with effect from April 1, 2021 for a period of 3 years. He takes steps to start new projects as part of Company's Expansion & Diversification strategies	Mr. A Vijay Anand, a qualified M.A. International Politics, is a part of the Board from December 2018. He has held the position of Nominee Director in Antrix Corporation, a Mini Ratna PSE from 2012 to 2016 and Principal Chief Commissioner of Indirect Taxes and Customs, South Zone
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Anil Kumar Bansal is the father of Mr. Ashish Bansal. He is not related to any of the other Directors or Key Managerial Personnel of the Company	Mr. Ashish Bansal is the son of Mr. Anil Kumar Bansal, He is not related to any of the other Directors or Key Managerial Personnel of the Company	Mr. A Vijay Anand is not related to any of the other Directors or Key Managerial Personnel of the Company
Expertise in Specific Functional areas	Expertise Knowledge in Metal/ Chemicals Industry and in its manufacturing process	Overall Management of the Company with specialisation in Raw Material Procurement and Sale of finished goods	Financial Advisor, Revenue collection, administration to Govt. of India, Indirect Tax dept.,
Directorship in other Public Companies (Excluding Foreign, Private and Section 8 Companies)	NIL	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) 3) Harsha Exito Engineering Private Limited (w.e.f. January 12, 2023)	1) Sasmos Het Technologies Limited (w.e.f May 29, 2019)
Listed companies from where the Directors resigned during the past 3 years	NA	NA	NA

ANNEXURE TO THE 28TH AGM NOTICE (Contd.)

Name of the Director(s)	Mr. Anil Kumar Bansal	Mr. Ashish Bansal	Mr. A Vijay Anand
No. of Shares held in the Company as on March 31, 2023	12,53,622	17,17,924	8474
Skills and Capabilities required for the Role of Independent Directors and the manner in which the proposed person meets such requirements	NA	NA	Global Business, Finance, Technology & Regulatory requirements
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL	NIL
Terms and Conditions of Appointment along with the Remuneration proposed to be paid	As stated in the notice of the 28th AGM & explanatory statement	As stated in the notice of the 28th AGM & explanatory statement	As stated in the notice of the 28th AGM & explanatory statement
Number of Board Meetings held and attended during the year (FY 2022-23)	Held – 4 Attended – 4	Held – 4 Attended – 4	Held – 4 Attended – 4