



PONDY OXIDES & CHEMICALS LTD.

CIN: L24294TN1995PLC030586

*Registered Office: 4th Floor, KRM Centre, No: 2, Harrington Road, Chetpet,
Chennai – 600 031, Tamil Nadu, India.*

Email ID: kk@pocl.com Website: www.pocl.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Pondy Oxides & Chemicals Limited (the “**Company**”) will be held on Tuesday, the 6th February 2024, at 03:00 p.m IST through Video Conference (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUANCE OF 10,05,921 EQUITY SHARES ON PREFERENTIAL BASIS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS / ENTITIES

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

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999 and the rules, regulations and guidelines made thereunder as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) on which the equity shares of the Company having face value of ₹ 10/- each (“**Equity Shares**”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot upto 10,05,921 Equity Shares at an issue price of ₹ 507/-

(Rupees Five hundred and seven only) per Equity Share, including premium of ₹ 497/- (Rupees Four hundred and ninety seven only) per Equity Share, aggregating to ₹ 51,00,01,947/- (Rupees Fifty one crores one thousand nine hundred and forty seven only) (“**Consideration**”) as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the persons mentioned at Sr. Nos. 1 to 36 below (collectively referred to as the “**Investors**”):

| Sr Nos. | Name of the Investor | Category | No of Equity Shares | Consideration (INR) |
|----------------|--|-----------------|----------------------------|----------------------------|
| 1 | Neel Umesh Pagariya | Public | 1,18,343 | 5,99,99,901 |
| 2 | Ankit Ujwalkumar Pagariya | Public | 78,895 | 3,99,99,765 |
| 3 | Authum Investment and Infrastructure Limited | Public | 78,895 | 3,99,99,765 |
| 4 | Navneet Chadha | Public | 49,310 | 2,50,00,170 |
| 5 | Nitin Kumar Chadha | Public | 49,310 | 2,50,00,170 |
| 6 | Ashwani Bhartia | Public | 39,448 | 2,00,00,136 |
| 7 | Sushma Dugar | Public | 39,448 | 2,00,00,136 |
| 8 | Shalini Srivastava | Public | 29,586 | 1,50,00,102 |
| 9 | Manju Rajesh Yagnik | Public | 19,724 | 1,00,00,068 |
| 10 | Sukhraj Babulalji Nahar | Public | 19,724 | 1,00,00,068 |
| 11 | 1955 Venture Fund | Public | 19,724 | 1,00,00,068 |
| 12 | Bhawana Parakh | Public | 19,724 | 1,00,00,068 |
| 13 | Bhawarlal Jain | Public | 19,724 | 1,00,00,068 |
| 14 | Bothara Satish Manakchand HUF | Public | 19,724 | 1,00,00,068 |
| 15 | Chandrika Rajesh Jain | Public | 19,724 | 1,00,00,068 |
| 16 | Hitesh Jain | Public | 19,724 | 1,00,00,068 |
| 17 | Jatan Investments | Public | 19,724 | 1,00,00,068 |
| 18 | Manish Mardia | Public | 19,724 | 1,00,00,068 |
| 19 | Narpat Singh Choraria | Public | 19,724 | 1,00,00,068 |
| 20 | Neha Sanjeev Surana | Public | 19,724 | 1,00,00,068 |
| 21 | Nikita Harish Asija | Public | 19,724 | 1,00,00,068 |
| 22 | Nimish Chandulal Shah | Public | 19,724 | 1,00,00,068 |
| 23 | Punit Dugar | Public | 19,724 | 1,00,00,068 |
| 24 | Raj Umesh Pagariya | Public | 19,724 | 1,00,00,068 |
| 25 | Rushabh N Shah | Public | 19,724 | 1,00,00,068 |
| 26 | Seyyadurai Nagarajan | Public | 19,724 | 1,00,00,068 |
| 27 | Shobha Sunil Khetpalia | Public | 19,724 | 1,00,00,068 |
| 28 | Sunil Khetpalia | Public | 19,724 | 1,00,00,068 |
| 29 | Sunil Rajanikant Vora | Public | 19,724 | 1,00,00,068 |
| 30 | Ulhas Parasmal Pagariya | Public | 19,724 | 1,00,00,068 |
| 31 | Viral Zaveri HUF | Public | 19,724 | 1,00,00,068 |
| 32 | Chaitra Poojari Merchant | Public | 14,793 | 75,00,051 |
| 33 | Sujata Umesh Pagariya | Public | 14,793 | 75,00,051 |
| 34 | Tejal Raj Pagariya | Public | 14,793 | 75,00,051 |
| 35 | Vineet Nahata HUF | Public | 14,793 | 75,00,051 |
| 36 | Tejraj Kothari B | Public | 9,862 | 50,00,034 |
| | TOTAL | | 10,05,921 | 51,00,01,947 |

for cash consideration on a preferential basis (“**Preferential Issue**”), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 5th January 2024, being the date 30 days prior to the date of this Meeting (“**Relevant Date**”);

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investors under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- b) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;
- c) The pre-preferential shareholding and the Equity Shares so allotted to the Investors under this Resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;
- d) The Equity Shares shall be allotted in dematerialized form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of Equity Shares, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the Equity Shares issued to the Investors shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this Preferential Issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers to be recorded in Form PAS-5 for the above issue;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- (a) The Investors shall bring in 100% of the Consideration, on or before the date of allotment thereof, and;
- (b) The Consideration shall be paid by the Investors from their respective bank accounts;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the Preferential Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee /Company Secretary/any Officer(s) of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.”

ITEM NO. 2: ISSUANCE OF 16,27,221 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PROMOTER GROUP AND CERTAIN IDENTIFIED NON-PROMOTER PERSONS / ENTITIES

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (“**Companies Act**”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999 and the rules, regulations and guidelines made thereunder, as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “**Stock Exchanges**”) on which the equity shares of the Company having face value of ₹10/- each (“**Equity Shares**”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members of the Company (“**Members**”) be and is hereby accorded to the Board to create, issue, offer and allot in one or more tranches, 16,27,221 convertible warrants (“**Warrants**”), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- (Rupees Ten Only) (“**Equity Share**”) each (“**Warrants**”) at any time within 18 months from the date of allotment of the Warrants as per SEBI ICDR Regulations for cash, at a price of ₹ 507/- (Rupees Five hundred and seven only) per warrant including Premium of ₹ 497/- (Rupees Four hundred and ninety seven only) at an aggregate consideration not exceeding ₹ 82,50,01,047/- (Rupees Eighty Two Crores Fifty Lakhs One thousand and forty seven only) on a preferential basis to persons / entities / body corporates listed below (“**Warrant Holder(s)**” / “**Proposed Allottee(s)/Investors**”) on such other terms and conditions as may be determined in accordance with the SEBI ICDR Regulations or such other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with applicable regulations for preferential issue under Chapter V of the SEBI ICDR Regulations:

| Sr Nos. | Name of the Investor | Category | No of Warrants | Consideration (INR) |
|----------------|--|-----------------|-----------------------|----------------------------|
| 1 | Ashish Bansal | Promoter | 5,91,716 | 30,00,00,012 |
| 2 | Maneesh Parmar | Public | 5,12,821 | 26,00,00,247 |
| 3 | Authum Investment and Infrastructure Limited | Public | 3,15,582 | 16,00,00,074 |
| 4 | Punit Choudhari | Public | 49,310 | 2,50,00,170 |
| 5 | Ashwani Bhartia | Public | 39,448 | 2,00,00,136 |
| 6 | Vansilal Jugaraj Jain | Public | 39,448 | 2,00,00,136 |
| 7 | Amit K Dangi | Public | 19,724 | 1,00,00,068 |
| 8 | Punit Dugar | Public | 19,724 | 1,00,00,068 |
| 9 | Raj Umesh Pagariya | Public | 19,724 | 1,00,00,068 |
| 10 | Seyyadurai Nagarajan | Public | 19,724 | 1,00,00,068 |
| Total | | | 16,27,221 | 82,50,01,047 |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Warrants is 5th January 2024 (“**Relevant Date**”), being the date 30 days prior to the date of this Meeting;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

- a) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of ₹ 10/- each of the Company, against each such Warrants held by the Warrant Holder;
- b) The Warrant Holders shall be entitled to exercise his / her / its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders;
- c) The respective Warrant Holders shall make payment of Warrant Issue Price from their own bank account into the designated bank account of the Company;
- d) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
- e) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend;
- g) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity Shareholder of the Company;
- h) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations;
- i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of Warrants, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this Preferential Issue shall be kept by the Company in a separate account opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited and National Stock Exchange of India Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers to be recorded in Form PAS-5 for the above issue;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the Preferential Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing of the Equity Shares thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee /Company Secretary/any Officer(s) of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.”

Date: 12th January 2024
Place: Chennai

By order of the Board
For Pandy Oxides & Chemicals Ltd.

K Kumaravel
Director Finance & Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 9/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022, General Circular 3/2022 dated May 5, 2022 read with circulars dated January 13, 2021, May 5, 2020, April 8, 2020, April 13, 2020 and other applicable circulars (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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (‘SEBI Circulars’) has permitted the holding of the Extraordinary General Meeting (“EGM”) 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 EGM of the Company is being conducted through VC/OAVM on Tuesday, 6th February 2024 at 03:00 PM IST. The registered office of the Company shall be deemed to be the venue for the EGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
3. The Members can join the EGM 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 EGM 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 EGM 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 EGM 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 Nos. 1 & 2 of the Notice, is annexed hereto.
6. 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 dematerialized form.

7. 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 dematerialize 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 dematerialized 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, 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 EGM, 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 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.
13. **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.

14. 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 dematerialized form, the nomination form may be filed with the respective Depository Participant.

15. 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;
16. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM 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 EGM 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/>;
17. Since the EGM 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 Saturday, 3rd February 2024 and ends at 05:00 PM (IST) on Monday, 5th February 2024. The e-Voting module shall be disabled/blocked by CDSL for voting thereafter. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., 30th January 2024, 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 EGM 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 EGM. 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 Scrutinizer to scrutinize 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 EGM may also attend / participate in the EGM 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 Tuesday, 30th January 2024 ("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. Tuesday, 30th January 2024, 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. Tuesday, 30th January 2024 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> |

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with NSDL. | <p>(v) 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 redirected 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>(vi) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/.</p> <p>(vii) Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(viii) 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 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 |
|--|--|
| | 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 issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer 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 authorized signatory who are authorized to vote, to the Scrutinizer 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 scrutinizer to verify the same.

INSTRUCTIONS TO MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ Shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM 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 authorized representative(s) who are authorized to vote, to the Scrutinizer 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 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 EGM THROUGH VC / OAVM, ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM 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 EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis.
7. Members who need assistance before or during the EGM, 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 EGM 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 EGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

OTHER INFORMATION:

1. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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 Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same;
2. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer'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 Extraordinary General Meeting shall be deemed to be passed on the date of the EGM i.e. Tuesday, 6th February 2024.

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 Business mentioned under Item No. 1 & Item No. 2 of the accompanying EGM Notice:

ITEM NO. 1

In order to meet the funding requirements for capital expenditure for expansion of the manufacturing facilities of the Company, working capital purposes and general corporate purposes, the Company proposes to raise further capital through issuance of Equity Shares on preferential issue basis as explained herein.

The details of the preferential issue of Equity Shares and other particulars as required in terms of Regulation 163 of Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the Special Resolution set out in Item No. 1 of the EGM Notice are given below:

(i) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to ₹ 51,00,01,947/- (Rupees Fifty one crores one thousand nine hundred and forty seven only) through the Preferential Issue of Equity Shares. The proceeds of the Preferential Issue will be utilized for capital expenditure for expansion of the manufacturing facilities of the Company, working capital purposes and general corporate purposes.

(ii) Maximum number of specified securities to be issued

It is proposed to offer, issue and allot up to 10,05,921 fully paid-up equity shares of the Company having a face value of ₹ 10 /- (Rupees Ten Only) each.

(iii) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

None of the Promoter Group / directors or key managerial personnel intends to subscribe to this preferential issue of Equity Shares.

(iv) Shareholding pattern of the Company before and after the Preferential Issue

Shareholding pattern before and after the proposed preferential issue of securities is provided as Annexure – A to the notice.

(v) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(vi) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors**

The following are the details of Ultimate Beneficial Ownership of the Allottees, as applicable:

| Sl. No. | Name of the Allottees | Category | Beneficial Ownership |
|---------|--|----------|---|
| 1 | Authum Investment and Infrastructure Limited | Public | Alpana Sanjay Dangi |
| 2 | 1955 Venture Fund | Public | Jinendra G & Gotham Chand |
| 3 | Jatan Investments | Public | Bothara Santhosh Manakchand & Bothara Pemraj Manakchand |
| 4 | Bothara Satish Manakchand HUF | Public | Bothara Sathish Manakchand |
| 5 | Vineet Nahata HUF | Public | Vineet Nahata |
| 6 | Viral Zaveri HUF | Public | Viral Ashwinbhai Zaveri |

(vii) **The percentage of post Preferential Issue capital that may be held by them and change in control, if any.**

The Equity Shares are proposed to be allotted to certain identified Non-Promoter persons/entities (“Investors”). The details of shareholding of Investors in the Company, prior to and after the proposed Preferential Issue are as under:

| Sr No. | Name of the Allottee | Category | Pre-Preferential Issue | | No of Shares proposed to be allotted | No. of Warrants proposed to be allotted | Post-Preferential Issue | |
|--------|--|----------|---------------------------|--------|--------------------------------------|---|---------------------------|--------|
| | | | No. of equity shares held | % held | | | No. of equity shares held | % held |
| 1 | Ashish Bansal | Promoter | 17,18,124 | 14.78% | | 5,91,716 | 23,09,840 | 16.20% |
| 2 | Maneesh Parmar | Public | | | | 5,12,821 | 5,12,821 | 3.60% |
| 3 | Authum Investment and Infrastructure Limited | Public | | | 78,895 | 3,15,582 | 3,94,477 | 2.77% |
| 4 | Neel Umesh Pagariya | Public | | | 1,18,343 | | 1,18,343 | 0.83% |
| 5 | Ashwani Bhartia | Public | 140 | 0.00% | 39,448 | 39,448 | 79,036 | 0.56% |
| 6 | Ankit Ujwalkumar Pagariya | Public | | | 78,895 | | 78,895 | 0.55% |
| 7 | Punit Choudhari | Public | 8,300 | 0.07% | | 49,310 | 57,610 | 0.40% |
| 8 | Navneet Chadha | Public | 400 | 0.00% | 49,310 | | 49,710 | 0.35% |
| 9 | Nitin Kumar Chadha | Public | | | 49,310 | | 49,310 | 0.35% |
| 10 | Amit K Dangi | Public | | | | 19,724 | 19,724 | 0.14% |
| 11 | Vansilal Jugaraj Jain | Public | | | | 39,448 | 39,448 | 0.28% |
| 12 | Punit Dugar | Public | | | 19,724 | 19,724 | 39,448 | 0.28% |
| 13 | Raj Umesh Pagariya | Public | | | 19,724 | 19,724 | 39,448 | 0.28% |
| 14 | Seyyadurai Nagarajan | Public | | | 19,724 | 19,724 | 39,448 | 0.28% |
| 15 | Sushma Dugar | Public | | | 39,448 | | 39,448 | 0.28% |
| 16 | Shalini Srivastava | Public | 198 | 0% | 29,586 | | 29,784 | 0.21% |
| 17 | Manish Mardia | Public | 250 | 0.00% | 19,724 | | 19,974 | 0.14% |
| 18 | 1955 Venture Fund | Public | | | 19,724 | | 19,724 | 0.14% |
| 19 | Bhawana Parakh | Public | | | 19,724 | | 19,724 | 0.14% |
| 20 | Bhawarlal Jain | Public | | | 19,724 | | 19,724 | 0.14% |

| Sr No. | Name of the Allottee | Category | Pre-Preferential Issue | | No of Shares proposed to be allotted | No. of Warrants proposed to be allotted | Post-Preferential Issue | |
|--------------|-------------------------------|----------|---------------------------|---------------|--------------------------------------|---|---------------------------|---------------|
| | | | No. of equity shares held | % held | | | No. of equity shares held | % held |
| 21 | Bothara Satish Manakchand HUF | Public | | | 19,724 | | 19,724 | 0.14% |
| 22 | Chandrika Rajesh Jain | Public | | | 19,724 | | 19,724 | 0.14% |
| 23 | Hitesh Jain | Public | | | 19,724 | | 19,724 | 0.14% |
| 24 | Jatan Investments | Public | | | 19,724 | | 19,724 | 0.14% |
| 25 | Narpat Singh Choraria | Public | | | 19,724 | | 19,724 | 0.14% |
| 26 | Neha Sanjeev Surana | Public | | | 19,724 | | 19,724 | 0.14% |
| 27 | Nikita Harish Asija | Public | | | 19,724 | | 19,724 | 0.14% |
| 28 | Nimish Chandulal Shah | Public | | | 19,724 | | 19,724 | 0.14% |
| 29 | Rushabh N Shah | Public | | | 19,724 | | 19,724 | 0.14% |
| 30 | Shobha Sunil Khetpalia | Public | | | 19,724 | | 19,724 | 0.14% |
| 31 | Sunil Khetpalia | Public | | | 19,724 | | 19,724 | 0.14% |
| 32 | Sunil Rajanikant Vora | Public | | | 19,724 | | 19,724 | 0.14% |
| 33 | Ulhas Parasmal Pagariya | Public | | | 19,724 | | 19,724 | 0.14% |
| 34 | Viral Zaveri HUF | Public | | | 19,724 | | 19,724 | 0.14% |
| 35 | Chaitra Poojari Merchant | Public | | | 14,793 | | 14,793 | 0.10% |
| 36 | Sujata Umesh Pagariya | Public | | | 14,793 | | 14,793 | 0.10% |
| 37 | Tejal Raj Pagariya | Public | | | 14,793 | | 14,793 | 0.10% |
| 38 | Vineet Nahata HUF | Public | | | 14,793 | | 14,793 | 0.10% |
| 39 | Manju Rajesh Yagnik | Public | | | 19,724 | | 19,724 | 0.14% |
| 40 | Sukhraj Babulalji Nahar | Public | | | 19,724 | | 19,724 | 0.14% |
| 41 | Tejraj Kothari B | Public | | | 9,862 | | 9,862 | 0.07% |
| Total | | | 17,27,412 | 14.86% | 10,05,921 | 16,27,221 | 43,60,554 | 30.58% |

*Assuming full conversion of Warrants into Equity Shares issued through this Notice.

The would be no change in control of the Company pursuant to this preferential issue of securities.

(viii) Undertakings

- None of the Company, its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- As the Equity Shares of the Company have been listed on recognised stock exchanges for a period of more than 90 days on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such

amount is paid by the allottees. However, the provision of regulation 163(1)(g), 163(1)(h) and 167(5) of SEBI ICDR Regulations are not applicable.

- f) The Equity Shares being issued pursuant this preferential issue shall rank pari-passu with the existing Equity Shares of the Company.
- g) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form and would be subject to lock-in for such period as prescribed under the SEBI ICDR Regulations.

(ix) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 12th January 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 10,05,921 Equity Shares at a price of ₹507 per Equity Share, aggregating to ₹ 51,00,01,947/- (Rupees Fifty one crores one thousand nine hundred and forty seven only) to the certain identified Non Promoter person/entities, for cash consideration, on a preferential basis as provided in point (vii) as above.

(x) Kinds of securities offered and the price at which security is being offered

Up to 10,05,921 Equity Shares, at a price of ₹507 per Equity Share aggregating up to ₹ 51,00,01,947/- (Rupees Fifty crores One thousand eight hundred and seventy-nine only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(xi) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 5th January 2024. The 30 days prior to the date of EGM is Sunday, 7th January 2024. As per explanation to Regulation 161 of SEBI ICDR Regulations, given that the 30th day prior to the EGM date falls on a weekend, the day preceding the weekend being Friday, 5th January 2024 has been reckoned as the relevant date.

(xii) Basis on which the price has been arrived at and justification for the price

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes for the said period, the trading price on NSE has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Given that the Preferential Issue involves allotment of more than 5% of the post issue fully diluted share capital of the Company, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued, is ₹ 506.71 per Equity Share, being higher of the following:

- a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date;
- c) As per the valuation report dated 11th January,2024 issued by independent Registered Valuer, Mr. R. Vaidyanathan, the fair value of equity shares is ₹475 per equity share.
- d) The Articles of Association do not contain any restrictive provisions with respect to the pricing of preferential issue.

The pricing of the Equity Shares to be allotted on preferential basis is ₹507 per Equity Share which is not lower than the floor price determined in the manner set out above.

(xiii) Principal terms of assets charged as securities

Not applicable.

(xiv) Change in control, if any, of the Company consequent to the preferential issue:

The existing Promoter Group of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(xv) Voting Rights

Voting rights will change according to the change in shareholding pattern mentioned herein.

(xvi) Lock-in Period

The Equity Shares allotted shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 of the SEBI (ICDR) Regulations, 2018.

(xvii) Practicing Company Secretary Certificate

The certificate from Mr. Krishna Sharan Mishra of M/s. KSM & Associates., Company Secretaries (Membership No. FCS 6447), certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders of the Company at the EGM. The Certificate is also available on the Company's website www.pocl.com.

(xviii) Other disclosures

- a) Valuation Report of the independent registered valuer has been obtained as per Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue and is also available on www.pocl.com.
- b) The Promoter Group have not sold any equity shares of the Company during the six months preceding the Relevant Date.

(xix) Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price

The Company has not made any preferential allotment of Securities during the period from April 01, 2023 till the date of this Notice.

(xx) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer

Not applicable as the proposed issue is not for consideration other than cash.

(xxi) The current and proposed status of the investors post the preferential issues namely, promoter or non-promoter

The proposed preferential issue of Equity Shares is to certain identified non promoter persons/entities and the current and proposed status of the said investors remains in public category.

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in Item no. 1.

ITEM NO. 2

In order to meet the funding requirements for capital expenditure for expansion of the manufacturing facilities of the Company, working capital purposes and general corporate purposes, the Company proposes to raise further capital through issuance of warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- (Rupees Ten Only), on preferential issue basis as explained herein, to persons belonging to Promoter category and certain identified Non Promoter persons/entities.

Accordingly, the Company proposes to issue and allot 16,27,221 Warrants to the Promoter Group and certain identified Non Promoter persons/entities, each convertible into, or exchangeable for, 1 (one) fully paid up Equity Share at a price of ₹507/- (Rupees Five hundred and seven only) per warrant each payable in cash, aggregating to ₹ 82,50,01,047 /- (Rupees Eighty Two Crores Fifty Lakhs One thousand and forty seven only) such price being not less than the minimum price (Floor Price) as on the "Relevant Date" determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The details of the preferential issue of Warrants and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the Special Resolution set out in Item No. 2 of the EGM Notice are given below:

(i) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to ₹ 82,50,01,047/- (Rupees Eighty Two Crores Fifty Lakhs One thousand and forty seven only) through the Preferential Issue of Warrants, each convertible into, or exchangeable for 1 (one) fully paid up Equity Share. The proceeds of the Preferential Issue will be utilized for capital expenditure for expansion of the

manufacturing facilities of the Company, working capital purposes and general corporate purposes.

(ii) Maximum number of specified securities and the price at which security is being offered

It is proposed to offer, allot and issue up to 16,27,221 Warrants to the Promoter Group and certain identified Non Promoter persons/entities, each convertible into, or exchangeable for, 1 (one) fully paid up Equity Share at a price of ₹ 507/- (Rupees Five hundred and seven only) per warrant each payable in cash, aggregating to ₹ 82,50,01,047/- (Rupees Eighty Two Crores Fifty Lakhs One thousand and forty seven only) such price being not less than the minimum price (Floor Price) as on the “Relevant Date” determined in accordance with the provisions of Chapter V of the ICDR Regulations.

(iii) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

Mr. Ashish Bansal, Promoter Group, would be issued 5,91,716 Warrants at an issue price of ₹ 507/- (Rupees Five hundred and seven only) aggregating to ₹ 30,00,00,012 (Rupees Thirty crore and twelve only).

(iv) Shareholding pattern of the Company before and after the Preferential Issue

Shareholding pattern before and after the proposed preferential issue of securities is provided as Annexure – A to the notice.

(v) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(vi) Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Investors

The following are the details of Ultimate Beneficial Ownership of the Allottees, as applicable:

| Sl. No. | Name of the Allottees | Category | Beneficial Ownership |
|---------|--|--------------|----------------------|
| 1 | Authum Investment and Infrastructure Limited | Non-Promoter | Alpana Sanjay Dangi |

(vii) The percentage of post Preferential Issue capital that may be held by them and change in control, if any.

The Warrants are proposed to be allotted to Promoter and certain identified Non-Promoter persons/entities (“Investors”). Details of shareholding of Investors in the Company, prior to

and after the proposed Preferential Issue are as under:

| Sr No. | Name of the Allottee | Category | Pre-Preferential Issue | | No of Shares proposed to be allotted | No. of Warrants proposed to be allotted | Post-Preferential Issue | |
|--------|--|----------|---------------------------|--------|--------------------------------------|---|---------------------------|--------|
| | | | No. of equity shares held | % held | | | No. of equity shares held | % held |
| 1 | Ashish Bansal | Promoter | 17,18,124 | 14.78% | | 5,91,716 | 23,09,840 | 16.20% |
| 2 | Maneesh Parmar | Public | | | | 5,12,821 | 5,12,821 | 3.60% |
| 3 | Authum Investment and Infrastructure Limited | Public | | | 78,895 | 3,15,582 | 3,94,477 | 2.77% |
| 4 | Neel Umesh Pagariya | Public | | | 1,18,343 | | 1,18,343 | 0.83% |
| 5 | Ashwani Bhartia | Public | 140 | 0.00% | 39,448 | 39,448 | 79,036 | 0.56% |
| 6 | Ankit Ujwalkumar Pagariya | Public | | | 78,895 | | 78,895 | 0.55% |
| 7 | Punit Choudhari | Public | 8,300 | 0.07% | | 49,310 | 57,610 | 0.40% |
| 8 | Navneet Chadha | Public | 400 | 0.00% | 49,310 | | 49,710 | 0.35% |
| 9 | Nitin Kumar Chadha | Public | | | 49,310 | | 49,310 | 0.35% |
| 10 | Amit K Dangi | Public | | | | 19,724 | 19,724 | 0.14% |
| 11 | Vansilal Jugaraj Jain | Public | | | | 39,448 | 39,448 | 0.28% |
| 12 | Punit Dugar | Public | | | 19,724 | 19,724 | 39,448 | 0.28% |
| 13 | Raj Umesh Pagariya | Public | | | 19,724 | 19,724 | 39,448 | 0.28% |
| 14 | Seyyadurai Nagarajan | Public | | | 19,724 | 19,724 | 39,448 | 0.28% |
| 15 | Sushma Dugar | Public | | | 39,448 | | 39,448 | 0.28% |
| 16 | Shalini Srivastava | Public | 198 | 0% | 29,586 | | 29,784 | 0.21% |
| 17 | Manish Mardia | Public | 250 | 0.00% | 19,724 | | 19,974 | 0.14% |
| 18 | 1955 Venture Fund | Public | | | 19,724 | | 19,724 | 0.14% |
| 19 | Bhawana Parakh | Public | | | 19,724 | | 19,724 | 0.14% |
| 20 | Bhawarlal Jain | Public | | | 19,724 | | 19,724 | 0.14% |
| 21 | Bothara Satish Manakchand HUF | Public | | | 19,724 | | 19,724 | 0.14% |
| 22 | Chandrika Rajesh Jain | Public | | | 19,724 | | 19,724 | 0.14% |
| 23 | Hitesh Jain | Public | | | 19,724 | | 19,724 | 0.14% |
| 24 | Jatan Investments | Public | | | 19,724 | | 19,724 | 0.14% |
| 25 | Narpat Singh Choraria | Public | | | 19,724 | | 19,724 | 0.14% |
| 26 | Neha Sanjeev Surana | Public | | | 19,724 | | 19,724 | 0.14% |
| 27 | Nikita Harish Asija | Public | | | 19,724 | | 19,724 | 0.14% |
| 28 | Nimish Chandulal Shah | Public | | | 19,724 | | 19,724 | 0.14% |
| 29 | Rushabh N Shah | Public | | | 19,724 | | 19,724 | 0.14% |
| 30 | Shobha Sunil Khetpalia | Public | | | 19,724 | | 19,724 | 0.14% |
| 31 | Sunil Khetpalia | Public | | | 19,724 | | 19,724 | 0.14% |
| 32 | Sunil Rajanikant Vora | Public | | | 19,724 | | 19,724 | 0.14% |
| 33 | Ulhas Parasmal Pagariya | Public | | | 19,724 | | 19,724 | 0.14% |
| 34 | Viral Zaveri HUF | Public | | | 19,724 | | 19,724 | 0.14% |
| 35 | Chaitra Poojari Merchant | Public | | | 14,793 | | 14,793 | 0.10% |
| 36 | Sujata Umesh Pagariya | Public | | | 14,793 | | 14,793 | 0.10% |
| 37 | Tejal Raj Pagariya | Public | | | 14,793 | | 14,793 | 0.10% |
| 38 | Vineet Nahata HUF | Public | | | 14,793 | | 14,793 | 0.10% |
| 39 | Manju Rajesh Yagnik | Public | | | 19,724 | | 19,724 | 0.14% |
| 40 | Sukhraj Babulalji Nahar | Public | | | 19,724 | | 19,724 | 0.14% |

| Sr No. | Name of the Allottee | Category | Pre-Preferential Issue | | No of Shares proposed to be allotted | No. of Warrants proposed to be allotted | Post-Preferential Issue | |
|--------------|----------------------|----------|---------------------------|---------------|--------------------------------------|---|---------------------------|---------------|
| | | | No. of equity shares held | % held | | | No. of equity shares held | % held |
| 41 | Tejraj Kothari B | Public | | | 9,862 | | 9,862 | 0.07% |
| Total | | | 17,27,412 | 14.86% | 10,05,921 | 16,27,221 | 43,60,554 | 30.58% |

*Assuming full conversion of Warrants into Equity Shares issued through this Notice.

The would be no change in control of the Company pursuant to this preferential issue of securities.

(viii) Undertakings

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares of the Company have been listed on recognised stock exchanges for a period of more than 90 days on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- e) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees. However, the provision of regulation 163(1)(g), 163(1)(h) and 167(5) of SEBI ICDR Regulations are not applicable.
- f) The Equity Shares arising out of conversion of warrants into Equity Shares being issued pursuant this preferential issue shall rank pari-passu with the existing Equity Shares of the Company.
- g) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form and would be subject to lock-in for such period as prescribed under the SEBI ICDR Regulations.

(ix) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on 12th January 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 16,27,221 Warrants to the Promoter Group and certain identified Non Promoter persons/entities, each convertible into, or exchangeable for, 1 (one) fully paid up Equity Share at a price of ₹ 507/- (Rupees Five hundred and seven only) per warrant each payable in cash, aggregating to ₹ 82,50,01,047/- (Rupees Eighty Two Crores Fifty Lakhs One thousand and forty seven only), on a preferential basis as provided in point (vii) as above.

In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of ₹ 10/- each of the Company, against each such Warrants held by the Warrant Holder. The Warrant Holders shall be entitled to exercise his / her / its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Issue Price payable thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holders. The tenure of Warrants is 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

(x) Kinds of securities offered and the price at which security is being offered

It is proposed to offer, allot and issue up to 16,27,221 Warrants to the Promoter Group and certain identified Non Promoter persons/entities, each convertible into, or exchangeable for, 1 (one) fully paid up Equity Share at a price of ₹ 507/- (Rupees Five hundred and seven only) per warrant each payable in cash, aggregating to ₹ 82,50,01,047/- (Rupees Eighty Two Crores Fifty Lakhs One thousand and forty seven only) such price being not less than the minimum price (Floor Price) as on the “Relevant Date” determined in accordance with the provisions of Chapter V of the ICDR Regulations.

(xi) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 5th January 2024. The 30 days prior to the date of EGM is Sunday, 7th January 2024. As per explanation to Regulation 161 of SEBI ICDR Regulations, given that the 30th day prior to the EGM date falls on a weekend, the day preceding the weekend being Friday, 5th January 2024 has been reckoned as the relevant date.

(xii) Basis on which the price has been arrived at and justification for the price

The Equity Shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes for the said period, the trading price on NSE has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Given that the Preferential Issue involves allotment of more than 5% of the post issue fully diluted share capital of the Company, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, the floor price at which the Warrants shall be issued, is ₹ 506.71 per Warrant, being higher of the following:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;
- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date;
- c) As per the valuation report dated 11th January, 2024 issued by independent Registered Valuer, Mr. R. Vaidyanathan, the fair value of equity shares is ₹ 475 per equity share.
- d) The Articles of Association do not contain any restrictive provisions with respect to the pricing of preferential issue.

The pricing of the Warrants to be allotted on preferential basis is ₹ 507 per Warrant which is not lower than the floor price determined in the manner set out above.

(xiii) Principal terms of assets charged as securities

Not applicable.

(xiv) Change in control, if any, of the Company consequent to the preferential issue:

The existing Promoter Group of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

(xv) Voting Rights

Voting rights will change according to the change in shareholding pattern mentioned herein.

(xvi) Lock-in Period

The Warrants and the Equity Shares allotted upon conversion of the Warrants shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 of the SEBI (ICDR) Regulations, 2018.

(xvii) Practicing Company Secretary Certificate

The certificate from Mr. Krishna Sharan Mishra of M/s. KSM & Associates., Company Secretaries (Membership No. FCS 6447), certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders of the Company at the EGM. The Certificate is also available on the Company's website www.pocl.com.

(xviii) Other disclosures

- a) Valuation Report of the independent registered valuer has been obtained as per Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue and is also available on www.pocl.com.
- b) The Promoter Group have not sold any equity shares of the Company during the six months preceding the Relevant Date.

(xix) Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price

The Company has not made any preferential allotment of Securities during the period from April 01, 2023 till the date of this Notice.

(xx) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer

Not applicable as the proposed issue is not for consideration other than cash.

(xxi) The current and proposed status of the investors post the preferential issues namely, promoter or non-promoter.

The proposed preferential issue of Warrants is to Promoter and certain identified non promoter persons/ entities and the current and proposed status of the Promoter would remain that of Promoter and the current and proposed status of the said investors would remain that of public.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to proposed allottees is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Warrants and the Equity Shares to be allotted upon conversion of the Warrants pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Promoter Group are concerned or interested, financially or otherwise in the resolution as set out in Item no. 2

Date: 12th January 2024

Place: Chennai

**By order of the Board
For Pondy Oxides & Chemicals Ltd.**

**K Kumaravel
Director Finance & Company Secretary**

Annexure- A

Shareholding pattern before and after the proposed preferential issue of Equity shares and Warrants:

| Category | Pre-issue Shareholding as on 31.12.2023 | | Preferential Issue | | Post Issue Shareholding | |
|--|---|-------------------|------------------------------|-------------------------|-------------------------|-------------------|
| | Number of Shares held | % of Shareholding | Equity Shares to be allotted | Warrants to be allotted | Number of Shares held | % of Shareholding |
| A. Promoters Holding | | | | | | |
| 1. Indian Individual | 56,82,956 | 48.89% | - | 5,91,716 | 62,74,672 | 44.01% |
| 2. Bodies Corporate | - | - | | | | - |
| Sub-total | 56,82,956 | 48.89% | - | 5,91,716 | 62,74,672 | 44.01% |
| 3. Foreign individual | - | - | | | | - |
| Total Promoters holding | 56,82,956 | 48.89% | | 5,91,716 | 62,74,672 | 44.01% |
| B. Public Holding | | | | | | |
| 1. Institution | | | | | | |
| Mutual Funds/UTI | | | | | | |
| Financial Institutions / Banks | | | | | | |
| Insurance Companies | | | | | | |
| Foreign Portfolio Investors / Foreign body corporate | 20,845 | 0.18% | | - | 20,845 | 0.15% |
| 2. Non-Institution | | | | | | |
| Individuals, Body Corporate, Trust etc., | 58,88,867 | 50.66% | 10,05,921 | 10,35,505 | 79,30,293 | 55.62% |
| IEPF | 32,112 | 0.28% | - | - | 32,112 | 0.23% |
| Sub-Total (B) | 59,41,824 | 51.11% | 10,05,921 | 10,35,505 | 79,83,250 | 55.99% |
| Grand Total | 1,16,24,780 | 100.00% | 10,05,921 | 16,27,221 | 1,42,57,922 | 100.00% |

*Assuming full conversion of Warrants into Equity Shares issued through this Notice.