

NOTICE TO THE 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth (29th) Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Wednesday, 18th September 2024 at 03:00 P.M through Video Conferencing/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, 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, 2024, and Board's Report and Auditor's Report thereon be and are hereby considered and adopted."

- Declaration of Final Dividend of ₹ 5.00/- (i.e. 50%) per equity share of ₹ 10/- each for the Financial Year ended 31st March 2024:**

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 28th May 2024, be and is hereby declared for the financial year ended 31st March 2024 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 dematerialized shares as on Wednesday, 11th September 2024 as per the details provided by the Depositories for this purpose."

- To Appoint a Director in the place of Mr. K Kumaravel (DIN: 00664405), 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 the provisions of Section 152 of the Companies Act 2013, Mr. K Kumaravel (DIN: 00664405), 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 Whole-time Director in the capacity of Director Finance of the Company in accordance with his terms of appointment."

SPECIAL BUSINESSES:

- Re- appointment of Mr. K Kumaravel (DIN: 00664405) as Whole-time Director in the capacity of Director Finance and fixing his remuneration.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, the SEBI (LODR) Regulations, 2015, as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. K Kumaravel (DIN: 00664405) as Whole-time Director in the capacity of Director Finance of the Company for a period of 3 (three) years with effect from December 30, 2024, having been so appointed by the Board of Directors in their meeting held on 22nd July 2024, liable to retire by rotation;

RESOLVED FURTHER THAT during the tenure of his re-appointment, the remuneration payable to Mr. K Kumaravel as Director Finance & Company Secretary, shall not exceed the following limits, notwithstanding inadequacy of profits:

- Basic Salary:** ₹ 48,00,000/- (Rupees Forty-eight lakhs only) per annum;
- Perquisites and allowances:** Such as House Rent Allowance, Medical Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, EL Encashment Gratuity, ESOPs etc., as may be provided by the Company, as duly agreed upon by the Board of Directors of the Company and Mr. K Kumaravel provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual basic salary;
- Reimbursement of expenses incurred for official purposes:** On actual basis;
- Annual Increment:** not exceeding 20% of the Basic Salary;

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

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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 any financial year, during the tenure of the Whole-time Director, the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions 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 authorized 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. Appointment of Ms. Shanti Balamurugan (DIN: 07730909) as Non-executive Independent Director.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary 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 (LODR) Regulations, 2015, as amended from time to time, and based on the recommendations of the Nomination and Remuneration Committee and the Board of directors, the consent of the members be and is hereby accorded to appoint Ms. Shanti Balamurugan (DIN: 07730909) as Independent Director of the Company who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and being eligible for appointment for a term of 5 years 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, with effect from 22nd July 2024 to 21st July 2029 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 authorized to do all such acts, deeds, matters and things as it may in its absolute discretion 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."

6. Re-appointment of Dr. M Ramasubramani (DIN: 07999117) as Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution as a **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, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Dr. M Ramasubramani (DIN: 07999117) Independent Director of the Company, whose period of office is liable to expire on 12th March 2025, 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 13th March 2025 to 12th March 2030 and the term shall not be subject to retirement by rotation."

7. Alteration of capital of the company by Sub-division/split of existing equity Shares of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

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2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the consent of the Members of the Company be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of ₹ 10/- (Rupees Ten Only) each be sub-divided into Equity Shares having nominal value of ₹ 5/- (Rupee Five Only) each fully paid-up, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of ₹ 10/- (Rupees Ten Only) each, shall stand sub-divided into Equity Shares of nominal value of ₹ 5/- (Rupee Five Only) each.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of ₹ 10/- (Rupees Ten Only) each both in the electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (to be decided by the Board of Directors) and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders in demat form.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection

with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. Alteration of Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the necessary Rules, including any statutory modification(s) or re-enactment thereof, for the time being in force and necessary Schedules to the Act, consent of the Members be and is hereby accorded subject to the approval of the Registrar of Companies, for altering the Capital Clause of Memorandum of Association of the Company under Clause V by replacing the existing clause with the following clause:

V. The Authorised Share Capital of the Company shall be ₹ 20,15,00,000/- (Rupees Twenty Crores and Fifteen Lakhs only) divided into 4,03,00,000 (Four Crores and Three Lakh) equity shares of ₹ 5/- (Rupees Five) each, with the rights, privileges and conditions in attaching thereto as are provided by the regulations of the Company for the time being with powers to increase or reduce the Capital for the time being into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may for the time being be provided for by the regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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

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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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorised severally to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

9. To ratify the remuneration of the Cost Auditors for the Financial Year 2023-24:

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the consent of the members be and hereby accorded to ratify the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) in addition to applicable taxes and out of pocket expenses, fixed by the Board of Directors, to M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai (having Firm Registration Number 00085), appointed by the Board of Directors as Cost Auditors to conduct the Audit of the cost records of the Company for the Financial Year 2023-24."

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

K. Kumaravel
Director Finance & Company Secretary

Place : Chennai

Date : 8th August 2024

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1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 9/2023 dated 25th September 2023, General Circular No. 11/2022 dated 28th December 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (Collectively referred to as '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 29th AGM of the Company is being conducted through VC/OAVM on Wednesday, 18th September 2024 at 03:00 PM
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 AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice.
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 the Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM 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 business under Item No. 4 to 9 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / 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 Thursday, 12th September 2024 till Wednesday, 18th September 2024 (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 29th 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 Wednesday, 11th September 2024
 - (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 Wednesday, 11th September 2024
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 dematerialized 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 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;

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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, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 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 31st March 2017 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

Tamil Nadu, India

Tel: +91-44-4002 0700

Email: murali@cameoindia.com

Online Investor Portal:

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

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

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- (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 2015-16 on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government;
- (c) Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March 2024 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, 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
March 31, 2023	September 22, 2023	October 28, 2030

*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 the 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. 1st April 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

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by sending an email to murali@cameoindia.com latest by 11:59 P.M. (IST) on Wednesday, 11th September 2024.

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

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to murali@cameoindia.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Wednesday, 11th September 2024

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 dematerialized 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. Online Dispute Resolution Portal ("ODR PORTAL"):

SEBI vide Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July 2023 (updated as on 28th December 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circular, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)

The aforesaid SEBI Circular can be viewed on the following link <https://pocl.com/public-announcements/>

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with Annual Report 2023-24 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 2023-24 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/>;
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

VOTING THROUGH ELECTRONIC MEANS:

- 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.
- The remote e-Voting period commences at 09:00 AM (IST) on Sunday, 15th September 2024 and ends at 05:00 PM (IST) on Tuesday, 17th September 2024. The e-Voting module shall be disabled 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., Wednesday, 11th September 2024, may cast their votes electronically. Any person who is not a Member as on the cut- off date should treat this

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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 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 AGM may also attend / participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again;
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the

Company as on Wednesday, 11th September 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. Wednesday, 11th September 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. Wednesday, 11th September 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/myeasitoken/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/myeasitoken/Home/Login</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>

NOTICE TO THE 29TH ANNUAL GENERAL MEETING (Contd.)

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

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

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

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

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Once the Home page of e-Voting system is launched, Click on "Shareholders" module.

NOTICE TO THE 29TH ANNUAL GENERAL MEETING (Contd.)

- (iii) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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.

NOTICE TO THE 29TH ANNUAL GENERAL MEETING (Contd.)

(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.

INSTRUCTIONSTOMEMBERSFORE-VOTINGONTHE 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.

GENERALINSTRUCTIONS/INFORMATIONFORMEMBERS 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 Futorex 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 IDSARENOTREGISTEREDWITHTHEDEPOSITORIESFOR PROCURINGUSERIDANDPASSWORDANDREGISTRATION 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,

NOTICE TO THE 29TH ANNUAL GENERAL MEETING (Contd.)

- 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.
 5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 6. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
 7. Members who need assistance before or during the AGM, can contact CDSL on +91 22 2305 8738 or +91 22 2305 8542-43 or contact Mr. Rakesh Dalvi, Sr. Manager at helpdesk.evoting@cdslindia.com.
 8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at kk@pocl.com 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.

INSTRUCTIONSTOMEMBERSFORATTENDINGTHEAGM THROUGH VC / OAVM, ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access by following the steps mentioned above for Access to CDSL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVSN of Company will be displayed.
2. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting

OTHER INFORMATION:

1. The Scrutinizer 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 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 Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Wednesday, 18th September 2024.

NOTICE TO THE 29TH 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. 9 of the accompanying 29th AGM Notice:

ITEM No. 4**Re-appointment of Mr. K Kumaravel (DIN: 00664405) as Whole-time Director in the capacity of Director Finance and fixing his remuneration.**

The tenure of Mr. K Kumaravel expires on December 30, 2024. Taking into consideration, the valuable services rendered by him and his rich and varied knowledge and experience in the field of finance, accounting, compliances and law, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 22nd July 2024 approved their re-appointment for a further period of three years with effect from, 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. K Kumaravel as Whole-time Director and payment of remuneration to him.

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

Director	Mr. K Kumaravel
Tenure	For a period of three years with effect from 31 st December 2024 till 30 th December 2027
Basic Salary	₹ 48,00,000/- p.a. (Rupees Forty-eight Lakhs only)
Perquisites & Allowances	House Rent Allowance, Medical Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, EL Encashment, Gratuity, ESOPs etc., and other allowances as may be decided by the Company and as agreed upon by the Board of Directors of the Company and Mr. K Kumaravel provided that the total value of allowances and perquisites shall not exceed the amount of annual salary.

Reimbursement of Official Expenses	On actual basis
Annual Increments	Not Exceeding 20% of the Basic Salary

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 at Annexure A 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 authorized 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 29 years and focusing on the manufacturing metals and alloys and other non-ferrous metals.

3. Financial performance based on given indicators

₹ in Lakhs

Particulars	FY 2023-24	FY 2022-23	FY 2021-22
Sales (Net)	1,52,381.53	1,47,166.84	1,45,480.10
Profit Before Tax	5,163.06	6,575.67	6,435.65
Profit After Tax	3,951.52	4,920.12	4,824.76
Shareholders' Funds	35,484.23	25,414.56	20,814.67

NOTICE TO THE 29TH ANNUAL GENERAL MEETING (Contd.)

4. **Foreign investments or collaborations, if any:**
NIL

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

1. Background details

Mr. K Kumaravel, aged about 61 years, is a part of the Board since December 2021 and served in the Company for about 29 years since the year 1995. He is the member of both the Institute of Company secretaries of India and Institute of Cost and Management Accountants of India.

2. Past remuneration

The total remuneration drawn by Mr. K Kumaravel during the financial year 2023-24 was ₹ 49.51 Lakhs.

3. Job profile and his suitability

Mr. K Kumaravel has experience of more than 38 years in Finance, Accounts and Secretarial departments of Public Sector Undertakings.

5. Remuneration proposed

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

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

Mr. K Kumaravel has advanced unsecured loan of ₹ 35 Lakhs to the Company. He holds 18,105 equity shares as on 31st March 2024 in the Company.

He is not related to any Director or Managerial Personnel of the Company.

III. OTHER INFORMATION

1. Reasons for inadequate profits

Managing growth and price stability are the major challenges of macroeconomic policy making. Your company has taken steps to mitigate

the challenge and improved the turnover and profitability during the past 3 years. Though the profitability of the Company is adequate to pay the remuneration, in many of the years, taking into account the eventuality of inadequate profit approval of the members is obtained for payment of minimum remuneration, if required.

2. Steps taken or proposed to be taken for improvement

To overcome the above problems, the Company started locking the price for import of raw materials on average LME basis every month as the sale realization also based on the average LME price of the previous month. Further, the Company also introduced value added products to maximize the profitability. Hedging Mechanism is in place to safeguard against volatility risk.

3. Expected increase in productivity and Profits in measurable terms

In view of the steps taken by the Company, turnover has increased in the year 2023-24 compared to the previous years. Further, the company is also aiming to increase the profitability in coming years as per the initiatives taken by the Management.

IV. DISCLOSURES.

As required, the following disclosures are provided under Corporate Governance Section of the Annual Report.

- (i) All elements of remuneration package such as Salary, benefits, bonuses, stock options, pension etc., of all the directors;
- (ii) Details of fixed component and performance linked incentives along with the performance criteria
- (iii) Service contracts, notice period, severance fees; and
- (iv) 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 of Mr. K Kumaravel, Whole-time Director and payment of remuneration and the Memorandum of interest under Section 190 of the Companies Act, 2013.

Your Directors recommends the resolutions set out in Item Nos. 4 of the Notice for approval by the Members as a Special resolution.

NOTICE TO THE 29TH ANNUAL GENERAL MEETING (Contd.)

Except for Mr. K Kumaravel, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in item no. 4.

ITEM NO. 5

Appointment of Ms. Shanti Balamurugan (DIN: 07730909) as Non-Executive Independent Director of the Company:

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company, in their Meeting held on 22nd July 2024, appointed Ms. Shanti Balamurugan as an Additional Director in the capacity of Independent Director of the Company for a period of 5 years commencing from 22nd July 2024 till 21st July 2029. Ms. Shanti Balamurugan is a senior professional with more than 30 years of experience in Finance, Accounts & Compliance domains. She has held leadership roles as CFO overseeing these functions in industries such as - manufacturers of Chemicals, Automobile industry, Engineering equipment for the Paper industry, Power & Energy sector – Renewable – Solar & Wind & Non-Renewable – Thermal Power, UPS, NBFCs and the Services industry. Taking into account, the expertise and experience, the Board proposes to appoint her as an Independent Director for a term of 5 years commencing from 22nd July 2024 to 21st July 2029.

In the opinion of the Board, Ms. Shanti Balamurugan 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 Ms. Shanti Balamurugan, 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. 5 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO. 6

Re-appointment of Dr. M. Ramasubramani (DIN: 07999117) as Independent Director of the Company

The Shareholders of the Company in their meeting held on 28th September 2020, appointed Dr. M Ramasubramani as an Independent Director of the Company for a period of 5 years commencing from 13th March 2020 to 12th March 2025. Dr. M. Ramasubramani IPS is a well-known Police Officer and esteemed Sports Administrator and has worked in various places from Chennai to Kanyakumari in various capacities as SP, DC, DIG of many ranges and also as IGP. Taking into account his contributions to the Board,

the experience and expertise he possess in various fields and as per the recommendations of the Nomination and Remuneration Committee, the Board in its meeting dated 22nd July 2024 re-appointed him as an Independent Director for a second term of 5 years commencing from 13th March 2025 to 12th March 2030 which is subject to the approval of the Shareholders.

In the opinion of the Board, Dr. M Ramasubramani 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 Meeting and SEBI Listing Regulations are provided in the Annexure to the Notice.

Other than Dr. M Ramasubramani, 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. 6 of the Notice for approval by the members as a Special Resolution.

ITEM NO. 7 & 8

Sub-division/ split of existing equity Shares of the Company And Subsequent alteration of Memorandum of Association of the Company:

The Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. The Company's strong performance and the faith of the investors has led to significant increase in the market price of its Equity Shares. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide, Fully paid-up equity Shares having nominal value ₹ 10/- (Rupees Ten Only) each into fully paid-up equity shares of nominal value of ₹ 5/- (Rupee Five Only) each pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013, the rules made thereunder and other applicable provisions.

The Record Date for the aforesaid sub-division of Ordinary (equity) Shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division. In the opinion of the Board, proposed sub-division of the Ordinary (equity) Shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on August 8, 2024, approved the aforesaid sub-division subject to requisite approval of the shareholders.

The proposed sub-division of fully paid-up Ordinary (equity) Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Ordinary (equity) Share Capital of the Company.

NOTICE TO THE 29TH ANNUAL GENERAL MEETING (Contd.)

The pre and post equity share Capital of the Company will be as under:

PRE-SUB-DIVISION		POST SUB-DIVISION	
Share Capital	Amount (₹)	Share Capital	Amount (₹)
Authorised Capital		Authorised Capital	
2,01,50,000 Equity Shares of ₹ 10 each	20,15,00,000	4,03,00,000 Equity Shares of ₹ 5 each	20,15,00,000
Issued Capital		Issued Capital	
1,30,25,179 Equity Shares of ₹ 10 each	13,02,51,790	2,60,50,358 Equity Shares of ₹ 5 each	13,02,51,790
Subscribed & Fully Paid-Up Capital		Subscribed & Fully Paid-Up Capital	
1,30,25,179 Equity Shares of ₹ 10 each	13,02,51,790	2,60,50,358 Equity Shares of ₹ 5 each	13,02,51,790

The sub-division of Equity Shares proposed under Item No. 7 of this Notice shall also require consequential amendments to the existing Clause V (Capital Clause) of the Memorandum of Association of the Company as set out in Item no. 8 of this Notice to reflect change in the nominal value of Equity Shares of the Company.

Accordingly, the consent of the Members is sought for passing of Ordinary Resolution for sub-division of Ordinary (equity) Shares as mentioned at Item No.7 and for carrying out amendments to the Memorandum of Association of the Company as mentioned at Item No. 8;

A draft copy of the modified Memorandum of Association and Articles of Association is available for inspection by the Members of the Company.

None of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in Item No. 7 and 8. Your directors recommend the resolution set out in Item No. 7 and 8 of the Notice for approval by the members as an Ordinary Resolution.

ITEM NO. 9**Ratification of remuneration of the Cost Auditors for the Financial Year ended 31st March 2024:**

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 31st March 2024. The remuneration payable to the cost auditor is ₹ 40,000/- (Rupees Forty Thousand Only) excluding taxes and reimbursement of incidental expenses incurred by the Auditor for carrying out the cost audit

Accordingly, the Directors recommend the consent of the members for passing an Ordinary Resolution as set out in Item No.9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended 31st March 2024.

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

Inspection of documents:

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

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

K. Kumaravel
Director Finance & Company Secretary

Place : Chennai
Date : 8th August 2024

ANNEXURE TO THE 29TH 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	Mr. K Kumaravel	Ms. Shanti Balamurugan	Dr. M Ramasubramani
DIN	00232223	07730909	07999117
Date of Birth/ Age	09 th May 1963 / 61 years	05 th March 1970/ 54 Years	3 rd July 1958 / 66 years
Designation / Category of Director	Director Finance & Company Secretary - Whole-time Director	Independent Non-Executive Director	Independent Non- Executive Director
Original date of Appointment on the Board	30 th December 2021	22 nd July 2024	13 th March 2020
Last drawn remuneration (FY ended 31 st March 2024 per annum)	49.51 lakhs	NA	NA
Qualification and Brief resume of the Director	Mr. K Kumaravel is an associate member of ICSI (A10921) and ICAI (A10033). He did his Bachelor's and Master's degree in commerce from Annamalai University. Also holds Diploma in Labour Laws from Annamalai University.	Ms. Shanti Balamurugan is a Fellow member of ICAI (F102734), an associate member of ICSI (A23142) and ICAI (A32949). She did her Masters in Commerce and also has a LLB Degree.	Dr. M Ramasubramani IPS is an accomplished Police officer and also a high-level Sports Administrator.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. K Kumaravel is not related to any of the other Directors or Key Managerial Personnel of the Company	Ms. Shanti Balamurugan is not related to any of the other Directors or Key Managerial Personnel of the Company	Dr. M. Ramasubramani is not related to any of the other Directors or Key Managerial Personnel of the Company
Expertise in Specific Functional areas	38 years of experience in finance, Accounts, Taxation, Legal and Secretarial Departments of Public Sector Undertakings and Public Limited Companies. Expert	30 years of experience in Finance, Accounts & Compliance domains across various industries such as Chemicals, Automobile industry, Engineering equipment for the Paper industry, Power & Energy sector – Renewable – Solar & Wind & Non-Renewable – Thermal Power, UPS, NBFCs and the Services industry	Specialization in the field of Education & Technology mainly into Virtual Reality (VR) & Augmented Reality (AR) Technology concepts.
Directorship in other Public Companies (Excluding Foreign, Private and Section 8 Companies)	1) POCL Future Tech Private Limited 2) Harsha Exito Engineering Private Limited	NA	NA
Listed companies from where the Directors resigned during the past 3 years	NA	NA	NA
No. of Shares held in the Company as on 31 st March 2024	18,105 shares	---	---

ANNEXURE TO THE 29TH AGM NOTICE (Contd.)

Name of the Director	Mr. K Kumaravel	Ms. Shanti Balamurugan	Dr. M Ramasubramani
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NA	NA	NA
Terms and Conditions of Appointment along with the Remuneration proposed to be paid	As stated in the notice of the 29 th AGM & explanatory statement	As stated in the notice of the 29 th AGM & explanatory statement	As stated in the notice of the 29 th AGM & explanatory statement
Number of Board Meetings held and attended during the year (FY 2023-24)	Held – 5 Attended – 5	NA	Held – 5 Attended – 5