

**TRANSCRIPT OF THE 29TH ANNUAL GENERAL MEETING OF
PONDY OXIDES AND CHEMICALS LIMITED HELD AT 3.00 P.M. IST ON
WEDNESDAY, SEPTEMBER 18, 2024 THROUGH VIDEO
CONFERENCING/OTHER AUDIO VISUAL MEANS**

Mr. Anil Kumar Bansal:

Good afternoon to each and every one of you. On behalf of the Board of Directors of POCL, I am happy to welcome you to the 29th Annual General Meeting of your Company. Similar to the previous year, this AGM also is being hosted on a digital platform, which enables more Shareholders joining us from different parts of India.

The Quorum being present, I call the 29th Annual General Meeting of Equity Shareholders of the Company to order. Before we start the main proceedings of the meeting, I would request the Directors and Key Managerial Personnel to introduce themselves from their respective places.

Myself Anil Kumar Bansal, Chairman and Whole Time Director and I'm attending the AGM from the registered office of the company in Chennai.

Mr. Ashish Bansal:

I am Ashish Bansal, Managing Director and I'm attending the AGM from Delhi.

Mr. K Kumaravel:

I am K. Kumaravel, Director - Finance and Company Secretary and I'm attending the AGM from the registered office of the Company in Chennai.

Mr. Vijay Anand:

I am Vijay Anand, Independent Director and I am attending the AGM from my Residence in Bangalore. I am also the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

Dr. Shoba Ramakrishnan:

I am Shoba Ramakrishnan, Independent Director and I'm attending the AGM from my Residence in Chennai.

Dr. M Ramasubramani:

I am Ramasubramani, Independent Director and I'm attending the AGM from my office in Chennai.

Ms. Shanti Balamurugan

I am Shanti Balamurugan, Additional Director in the capacity of Independent Director and I am attending the AGM from my office in Chennai

Mr. Vijay Balakrishnan:

I am Vijay Balakrishnan, Chief Financial Officer of the Company and I am attending the AGM from the registered office of the company in Chennai

Mr. Anil Kumar Bansal:

We wish to inform the presence of the Auditors of the Company Mr. L. Mukundan representing M/s. L. Mukundan & Associates, Chartered Accountants, the Statutory Auditor and Mr. Krishna Sharan Mishra, Partner, M/s. KSM Associates, the Secretarial Auditor and Scrutinizer for this meeting and remote e-voting process.

I request Mr. K Kumaravel to continue the proceedings of the meeting.

Mr. K Kumaravel:

Thank you Sir.

Good Afternoon Ladies and Gentlemen!

At the outset, let me welcome you all to the 29th Annual General Meeting of your Company which is being held through Video Conferencing in view of the circulars issued by the Ministry of Corporate Affairs and SEBI. Due to this, there is no requirement of proxy.

The floor will be open for those Shareholders to ask questions or express their views. The moderator will facilitate this session once the Chairman opens the floor for questions and answers.

Coming to the proceedings of the meeting, I draw the attention of the Shareholders that relevant registers and documents as per the Companies Act, 2013 are available for inspection by the Shareholders in electronic mode at the website of the Company.

The Company had provided the facility to cast the votes electronically, on all resolutions set forth in the Notice. Shareholders who have not cast their votes electronically and who are participating in this meeting will have an opportunity to cast their votes during the meeting through the e-voting system provided by CDSL. Shareholders can click on EVSN of the Company to vote.

Shareholders are requested to refer to the Instructions provided in the AGM Notice for a seamless participation through video conference. In case Shareholders face any difficulty, they may reach out on the helpline numbers mentioned in AGM Notice.

Thank you.

Now, I request the Chairman to address our Shareholders.

Mr. Anil Kumar Bansal

Dear Shareholders,

It is my pleasure and privilege to address you at the 29th Annual General Meeting of your company. Thank you for joining us today.

To begin with, let me thank you for the confidence reposed and the support extended to the Company. It is your confidence and validation that motivates us to stay the course.

As we gather here, I am reminded of our company's commitment to sustainability, innovation, and excellence which we showcase through responsible manufacturing practices. Over the past year, we have faced challenges and opportunities in equal measure. Our industry, while crucial to the advancement of a circular economy, is also evolving rapidly. The core values of POCL, namely excellence, responsibility, integrity, learning & innovation, teaming & collaboration and sustainability have been embossed and imbibed by all stakeholders of the company over the last 3 decades. It is with great pride that I share with you how POCL has navigated this dynamic landscape.

ECONOMIC OVERVIEW:

Global economic growth remains resilient despite some moderation in pace. Based on declining inflation, supportive financial conditions, and increased international trade, the IMF predicts that GDP growth will stay stable in 2024. Emerging markets are still the primary driver of global growth, making up nearly half of it in 2024 despite a minor slowdown in China. Supply chain disruptions, fiscal challenges, rising geopolitical tensions, and climate change remain key risks to economic growth.

The Indian economy presents a robust picture with strong domestic impulses outweighing the global slowdown effects. RBI projects GDP growth to remain robust at 7.2% in FY25. The Union Budget is focused on fiscal prudence, job creation and capex which will continue to support economic momentum. Higher capacity utilisation, robust banking sector, growing manufacturing and service sector activities, and the government's persistent push for infrastructure spending are positive indicators for India's growth.

In addition to the above, sustainability, compliance and reporting requirements are fast evolving as new standards and regulations are being implemented. Further, Ministry of Environment, Forest and Climate change vide the Battery Waste Management Rules, 2022 has mandated the producers of new batteries to include a minimum of 35 percent of domestically recycled materials in new battery with the target progressively increasing to 40% in FY 2027. By setting a well-defined recycle targets and framing a comprehensive EPR framework, the government not only aims at reducing dependence on primary resources, but also supports the growth of the recycling industry and promote viable industrial practices thereby contributing to a more sustainable future.

India is going to play a pivotal role in the Global environment and will be instrumental in shaping up the Asia Pacific Region. Being a consumer driven economy, I believe India will grow phenomenally both inwards and outwards, that is Domestically and in the International Arena.

COMPANY PERFORMANCE:

Our team, backed by strong leadership, did a commendable job in capturing the opportunity, despite LME prices exhibiting mixed performance, influenced by global market dynamics and sector-specific demand trends. We achieved significant success by focusing on operational performance, strategic investments, and a strong commitment to innovation and sustainability.

Revenue from Operations has increased to INR 1,524 Crores up 4% from previous year on a Standalone basis; EBITDA Margin has remained relatively stable at 5%+ levels. We have a healthy balance sheet position with Consolidated Net Debt reduced by 52% to INR 71 Crores compared to INR 147 Crores last year resulting in Net Debt to Equity at 0.2.

Manufacture of Lead and Lead Alloys continues to remain our core products, and is a major contributor to our top-line numbers. POCL is undertaking significant expansion of lead production capacities from 1,32,000 metric tonnes per annum to 2,04,000 metric tonnes per annum in two phases of 36,000 metric tonnes each.

This is backed by growing demand and supplies, both from customer and supplier perspectives. Lead is expected to grow globally at a CAGR of 6% over the next decade. Domestically, the market for lead is likewise expected to grow at a CAGR of 10-12%, based on industrial outlook.

Further, POCL has recommended a final dividend payout of 50% this year and it continues to be a consistent dividend-paying company since its inception. The Management is working on viable business opportunities in both short-term and long-term, which will yield in positive strategic growth in correlation with our existing portfolio.

KEY DEVELOPMENTS UNDERTAKEN DURING THE YEAR:

- Our approach towards the input raw material portfolio is transforming towards a larger proportion of battery scrap which will consequently increase value addition by further concentrating on operational efficiency through technological upgradation; these metrics would be instrumental in further improving our overall margins. We are moving towards smarter and leaner plants through automation and innovation.
- The Company successfully completed the strategic acquisition of an aggregate Industrial land parcel of 122.65 acres as on March 2024 at Mundra, Gujarat, with a total investment of Rs. 41.40 Crores. This will position the company advantageously to serve the Western Region effectively and to further expand export capabilities across the globe.
- POCL in Q4 2024, completed an issue and allotment of equity shares and warrants on preferential basis to the extent of Rs. 132.50 Crores. The proceeds raised through this issue will be utilized towards capex for the first and second phase of capacity expansion.

OUTLOOK IN FORTHCOMING YEARS:

Lead Vertical remains our primary focus; In the lead segment, value-added products continued to play a crucial role, contributing a steady 60% to our overall portfolio.

The Aluminium division contributed Rs. 42 Crores in revenue, while the Plastics Division added Rs.21 Crores in its first debut year of operations. The foundation and a platform for a parallel portfolio outlook in Plastics and Aluminium showcases strength.

We are focused on creating a value-added portfolio for plastics, aluminium and copper, technological development along with setting up R&D for upcoming verticals and creating a roadmap for implementation of ESG.

As discussed in the previous AGM, POCL's new plant in Thervoykandigai, Tamil Nadu will be commissioned in this financial year, catering to a capacity of 36,000 Metric Tonne per Annum in its first phase and is equipped with cutting-edge automation to improve operational efficiency, integration of processes and reducing the carbon footprint.

We maintain robust and long standing relationships with our customers and suppliers, spanning across diverse geographical regions, which is a testament to our exceptional brand image in the lead sector and recognized for consistency, reliability and quality.

We are looking forward to the mid and long-term opportunities ahead of us and confident that we can create value for our stakeholders. As a company, we have seen so many business cycles, so many crests troughs, geo political issues, covid, a dynamic evolving businesses and volatilities; it only stands testimony to the strong fundamentals, your company has demonstrated, and it will continue to deliver sustainable technical, a growing top and bottom line.

Our outlook remains positive, supported by progress in different recycling verticals and new projects at various phases of development. Our committed technical workforce in plants and a professional management team with diverse experiences will continue to carry out our Company's vision and opening doors to a brighter future.

ACKNOWLEDGEMENT:

I extend my heartfelt gratitude to our dedicated employees and management team for their unwavering support. I would also like to thank all Stakeholders, Government authorities, Customers, Suppliers, Investors, Bankers, and Shareholders for their continuous cooperation and trust. I heartily thank the Board Members for their guidance and support.

Warm Regards.

Mr. K Kumaravel:

Thank you, Sir.

The Notice for the Meeting along with the Auditor's Report on the Standalone and Consolidated Financial Statements, Secretarial Auditor's Report and Board's Report in respect of the Financial Year 2023-24 have already been circulated to you. There have been no qualifications by the Statutory Auditors or the Secretarial Auditors. Therefore, I take the Notice, the Auditor's Report, the Secretarial Auditor's Report and the Board's Report as read.

The proposing and seconding of resolutions is not required as per the Secretarial Standards as the resolutions are being put to vote through e-voting facility.

Now, we will go through the agenda for this meeting. The first three items are ordinary businesses and next six items are special businesses.

ORDINARY BUSINESSES:

Item No. 1

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.

Item No. 2:

To declare Final Dividend of Rs. 5.00/- (i.e. 50%) per equity share of Rs. 10/- each for the Financial Year ended March 31, 2024.

Item No. 3:

To appoint a Director in the place of Mr. K Kumaravel (DIN: 00664405), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESSES:

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 thereon.

Item No. 5:

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

Item No. 6:

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

Item No. 7:

Alteration of Capital of the company by Sub-Division/ Split of existing equity shares of the Company.

Item No. 8:

Alteration of Memorandum of Association of the Company.

Item No. 9:

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

In this regard, the Board has appointed Mr. Krishna Sharan Mishra, Practicing Company Secretary representing M/s. KSM Associates as the Scrutinizer, to scrutinize the votes cast by remote e-voting.

Dear Shareholders, if any member desires to ask any questions pertaining to any item in the AGM Notice, he/she may do so now. Shareholders are requested to keep their questions brief and specific. Before we go live with the Q&A, here are some points to note for your convenience.

Kindly turn on your video when you are projected on the broadcast screen, unmute yourself and proceed to ask the question. Please mention your Name, Folio Number, and the Location from where you are joining. Each Shareholder will have ten minutes for their questions. Once you have asked your question, you can log off and continue to watch the proceedings. To avoid repetition, the answers to all the questions will be provided towards the end. On behalf of the Board and the Chairman, the response for the various queries of shareholders will be given either by Managing Director or Director – Finance of the Company.

Further, please note that the responses on various queries describing our objective, projections, estimates and expectations may be “forward-looking statements” within the meaning of applicable laws, Rules, Regulations, etc. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations among others include the economic conditions affecting demand or supply and price conditions in the domestic and overseas markets in which we operate in addition to changes in government regulations, tax laws and other statutes and incidental factors.

No questions were raised by the shareholders during the meeting.

Mr. Anil Kumar Bansal:

Shareholders have been provided the facility for voting through electronic voting system during the meeting. Only those Shareholders who have not voted through e-voting can vote at the meeting.

The voting will continue to be available for 15 minutes from now on the e-voting platform. The Scrutinizer, Mr. Krishna Sharan Mishra, is available to supervise the voting process and to give his report on the voting. The results of the voting will be placed on the website of the Company and on the website of CDSL. The same will also be intimated to BSE. The resolutions, as set forth in the Notice shall be deemed to be passed subject to receipt of necessary number of votes.

I, along with all the Board Members, would like to thank you dear Shareholders for your active participation in the meeting. I am grateful to you for your time and involvement. I declare that necessary quorum was present throughout the meeting.

I now authorize the Company Secretary to announce the closure of the meeting upon expiry of 15 minutes. Permit me to take leave now. Take care and Thank you!

(Krishna Sharan Mishra supervises the Voting process by having a Timer for 15 Minutes.)

Mr. K Kumaravel:

The Voting time is over now. I convey our sincere thanks to all the members for participating at the meeting. 54 Shareholders attended the meeting. I hereby declare the meeting stands closed. The Meeting concluded at 03:40 P.M. IST.

Thank you.