

PONDY OXIDES AND CHEMICALS LIMITED

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Chennai - 600 031, Tamil Nadu, India

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POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“**the Act**”), read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and various subsequent Circulars being No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable Laws, Rules and Regulations, (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the items of special businesses as set out in this Postal Ballot Notice (the “**Notice**”) are proposed for approval by the Members of Pondy Oxides and Chemicals Limited (“**the Company**”) (as on the “**Cut-off Date i.e. May 29, 2026**”) through postal ballot by way of remote electronic voting (“**remote e-voting**”) process only.

The proposed resolutions and the Explanatory Statement(s) pursuant to Section 102 and Section 110 and other applicable provisions of the Act, read with Rules framed thereunder, setting out all the material facts and reasons and rational thereof is annexed to this Notice.

In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Notice is being sent only through electronic mode to all its shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent (“**RTA**”) or Depository/ Depository Participants and physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, shareholders are required to communicate their assent or dissent through the remote e-voting process only.

The Notice is also available on the website of the Company <https://pocl.com/postal-ballot/>

The Board of Directors of the Company have appointed Mr. Krishna Sharan Mishra of M/s. KSM & Associates, Company Secretaries (Membership No. FCS 6447) as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote e-voting facility only for this postal ballot process. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to the Members of the Company. Please refer instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on **June 03, 2026** (9:00 A.M. IST) and end on **July 02, 2026** (5:00 P.M. IST). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote through remote e-voting not later than the close of working hours at 5:00 P.M. (IST) on **July 02, 2026**.

Upon completion of remote e-voting, the Scrutinizer will submit their report to the Chairman/Company Secretary of the Company or any other person authorized by them in writing, who shall countersign the same. The results of postal ballot will be announced on or before 5:00 P.M. (IST), **July 06, 2026** at the Corporate Office of the Company. The results along with the Scrutinizer’s report would be displayed at the Registered and Corporate Office of the Company and shall be submitted with the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website viz. <https://pocl.com/postal-ballot/> and on website of CDSL viz. www.evotingindia.com.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for remote e-voting by the requisite majority of Members by means of postal ballot, i.e. **July 02, 2026**.

SPECIAL BUSINESS(ES):

1. To consider and approve 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 the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Act, read with relevant Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re enactments

thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded for sub-division/ split of the existing equity shares of the Company, such that each equity share having face value of Rs. 5/- (Rupees Five only) each fully paid-up, be sub divided/split into requisite number of equity shares having face value of Rs. 2/- (Rupees Two only) each fully paid up, ranking pari-passu with each other in all respects with effect from the Record Date (“Record Date”) to be determined by the Board for this purpose.

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue, sign and dispatch new share certificate(s) of the Company and shall comply with the prevailing laws/guidelines in this regard; and
- b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of above-mentioned sub-division/split, the Board be and is hereby authorized to make suitable arrangements / adjustments (including rounding off fraction to nearest one) to deal with such fractions for the benefit of the eligible Members, including but not limited to aggregating / consolidating the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such whole equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution 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.”

2. To consider and approve alteration of capital clause 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 Rs. 20,15,00,000/- (Rupees Twenty Crores and Fifteen Lakhs only) divided into 10,07,50,000 (Ten Crores Seven lakhs and fifty thousand) equity shares of Rs. 2/- (Rupees Two) 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 be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to alteration of capital clause of memorandum of association as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution 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.”

3. To appoint Mr. Hemant Jawahar Lal (DIN: 11731104) as Non-executive Independent Director.

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 Act 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 Mr. Hemant Jawahar Lal (DIN: 11731104) as Independent Director of the Company who has submitted a declaration that he 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 May 26, 2026 to May 25, 2031 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.”

4. To re-designate Mr. Ashish Bansal (DIN:01543967) as the Chairman and Managing 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 the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and subsequent confirmation by the Board of Directors in their meeting held on May 26, 2026, consent of the members of the Company be and is hereby accorded to redesignate Mr. Ashish Bansal, (DIN: 01543967) as the Chairman and Managing Director of the Company with effect from

May 26, 2026 and, in supersession of the special resolution passed on September 22, 2023 to re-appoint him for a fresh period of 3 years with effect from **August 1, 2026** at the remuneration mentioned below with an authority of the Board to provide an annual increment not exceeding 30% of the existing remuneration-

- (A) **Basic Salary:** Rs. 3.00 Crore (Rupees Three Crores only) per annum;
- (B) **Perquisites and allowances:** Such as House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, ESOPs, etc. Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company-maintained car for business and personal use and communication expenses as may be provided by the Company and as agreed upon by the Board of Directors of the Company and Mr. Ashish Bansal provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary;
- (C) **Reimbursement of expenses incurred for official purposes:** On actual basis;
- (D) **Profit based commission:** remuneration by way of commission or otherwise, over and above the remuneration mentioned in (A) to (C) above, at an amount not exceeding Rs. 3 Crore of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 commencing from the Financial Year 2026-27 and the payment of commission or otherwise be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time, notwithstanding inadequacy of profits;

RESOLVED FURTHER THAT the above remuneration including profit based commission or otherwise shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time;

RESOLVED FURTHER THAT wherein in any financial year, during the tenure of Mr. Ashish Bansal, in case the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances and may pay profit based commission or otherwise subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time;

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

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

Place : Chennai

K. Kumaravel

Date : 26th May 2026

Director Finance & Company Secretary

NOTES:

1. The Notice of this Postal Ballot (‘Notice’) was approved by the Board of Directors at its meeting held on Tuesday, 26th May 2026 and the Company Secretary was authorised to issue the Notice.
2. The explanatory statement pursuant to Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the SEBI Listing Regulations, stating all material facts and the rationale for the proposed resolutions is annexed herewith and forms part of the notice.
3. In compliance with the circulars issued by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023, 09/2024 and 03/2025 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (“SS-2”), this Postal Ballot Notice along with explanatory statement (“Notice”) and remote e-voting instructions are being sent only by e-mail to all those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participants (“DP”) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on May 29, 2026.

Members may note that this Notice will also be available on Company's website at <https://pocl.com/postal-ballot/>, 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/>;

4. In compliance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting process only.
5. Voting right of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on May 29, 2026 ("Cutoff date"). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, Members are provided with the facility to cast their vote electronically through remote e-voting services provided by CDSL. Instructions for remote e-voting are provided in the Notice.
7. Remote e-voting period shall commence on June 03, 2026 (9:00 A.M. IST) and end on July 02, 2026 (5:00 P.M. IST). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. May 29, 2026 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/ Depository Participants), may cast their vote electronically in respect of the resolutions as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
8. The Company has appointed Mr. Krishna Sharan Mishra of M/s. KSM & Associates., Company Secretaries (Membership No. FCS 6447) as the Scrutinizer to conduct the Postal Ballot through 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 said purpose.
9. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. July 02, 2026.
10. Members holding shares in physical form and who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Compliance Officer of the Company at kk@pocl.com or by sending a request to M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent ('RTA')

through e-mail at murali@cameoindia.com or contact at +91-44-4002 0700. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.

11. 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 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 Depository	<p>(i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit https://web.cdslindia.com/myeasitoken/Home/Login or CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>(ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

	<p>(iii) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.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.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After</p>

	<p>successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>(iv) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

(B) Login Method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first-time user follow the steps given below:

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN “PONDY OXIDES & CHEMICALS LIMITED” on which you choose to vote.
 - (xi) 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.
 - (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiii) 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.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (C) Additional 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- (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.

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

1. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: evoting.ksmassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com;
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evotingindia.com to reset the password.
3. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evotingindia.com or call on 022-23058738 and 022-23058542/43 or send a request at helpdesk Any query or grievance connected with the remote e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com.
4. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. K. Kumaravel, Company Secretary at KRM Centre, 4th Floor, No. 2, Harrington Road, Chetpet, Chennai – 600031, Tamil Nadu, India. Phone: 044-42965454, Email ID: kk@pocl.com.

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

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

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 in Notice:

ITEM NO. 1 &2

For 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, 2 (Two) Fully paid-up equity Shares having nominal value Rs. 5/- (Rupees Five Only) each into 5 (Five) fully paid up equity shares of nominal value of Rs. 2 /- (Rupee Two 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 May 26, 2026, 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

In case of fractional shares, if any, arising out of above mentioned sub-division/split, the Board of Directors will make suitable arrangements / adjustments (including rounding off fraction to nearest one) to deal with such fractions for the benefit of the eligible Members, including but not limited to aggregating / consolidating the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such whole equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

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

PRE-SUB-DIVISION		POST SUB-DIVISION	
Share Capital	Amount (Rs.)	Share Capital	Amount (Rs.)
Authorised Capital 4,03,00,000 Equity Shares of Rs. 5 each	20,15,00,000	Authorised Capital 10,07,50,000 Equity Shares of Rs. 2 each	20,15,00,000
Issued Capital 3,05,11,279 Equity Shares of Rs. 5 each	15,25,56,395	Issued Capital 7,62,78,198 Equity Shares of Rs. 2 each	15,25,56,395
Subscribed & Fully Paid-Up Capital 3,05,11,279 Equity Shares of Rs. 5 each	15,25,56,395	Subscribed & Fully Paid-Up Capital 7,62,78,198 Equity Shares of Rs. 2 each	15,25,56,395

The sub-division of Equity Shares proposed under Item No. 1 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. 2 of this Notice to reflect change in the nominal value of Equity Shares of the Company.

Draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members upto the last date of remote e-voting. In terms of the provisions of Sections 13 and 61 of the Act, approval of the Members of the Company is sought by way of ordinary resolutions for sub-division/split of equity shares and consequential alteration to Capital Clause (Clause V) of MOA of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise in the resolutions except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommend the resolutions set out at item nos. 1 & 2 for approval of the Members as Ordinary Resolutions.

ITEM NO. 3

Appointment of Mr. Hemant Jawahar Lal (DIN: 11731104) as Non-executive Independent Director.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company, in their Meeting held on May 26, 2026 appointed Mr. Hemant Jawahar Lal (DIN: 11731104) as an Additional Director in the capacity of Independent Director of the Company for a period of 5 years commencing from May 26, 2026 to May 25, 2031 to meet the requirement of minimum 6 (six) directors in the

Board as per Regulation 17 of SEBI (LODR) Regulations, 2015, due to the vacancy caused on the untimely and unfortunate demise of Mr. Anil Kumar Bansal, Chairman and Whole-time Director of the Company, on April 01, 2026.

Mr. Hemant Jawahar Lal, a 1988-batch officer of the Indian Revenue Service (IRS), retired at the Apex Scale as Principal Chief Commissioner of Income Tax following nearly 36 years of distinguished service. Over the course of his career, he held senior leadership positions across Chennai, Kolkata, Jammu & Kashmir, Mumbai, Delhi, and Kanpur, accumulating extensive expertise in tax administration, investigation, international taxation, transfer pricing, and corporate taxation. As Principal Chief Commissioner, he provided strategic and operational leadership to the Income Tax Department across two states, overseeing large teams and driving institutional effectiveness, policy implementation, and dispute resolution.

Mr. Hemant Jawahar Lal is widely regarded for his people-oriented leadership philosophy, characterized by a steadfast commitment to employee welfare, professional integrity, and organizational accountability. His ability to foster a congenial and high-performing work environment has consistently contributed to organizational excellence and effective service delivery. He brings to the Board deep domain knowledge, strategic acumen, and a proven track record of governance and administrative excellence in taxation and public service.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Considering the expertise and experience, the Board proposes to appoint him as an Independent Director for a term of 5 years commencing from May 26, 2026 to May 25, 2031.

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

Other than Mr. Hemant Jawahar Lal, 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. 3 of the Notice for approval by the Members as a Special Resolution.

ITEM NO. 4

Re-designation of Mr. Ashish Bansal (DIN: 01543967) as Chairman and Managing Director.

The tenure of Mr. Ashish Bansal, holding office of Managing Director, expires on March 31, 2027. Taking into consideration the valuable services rendered by him and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 26, 2026 approved the change in designation of Mr. Ashish Bansal from “Managing Director” to “Chairman and Managing Director” with effect from May 26, 2026 at the same remuneration till July 31, 2026. It is further proposed to re-appoint him as “Chairman and Managing Director” for a fresh period of three years with effect from August 1, 2026, 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-designation of Mr. Ashish Bansal as Chairman and Managing Director with effect from May 26, 2026 and his re-appointment for a period of 3 years with effect from August 1, 2026 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. Ashish Bansal
Tenure	For a period of three years effective from August 1, 2026
Basic Salary	Rs. 3,00,00,000 p.a.
Perquisites & Allowances	House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and the respective director subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.
Reimbursement of Official Expenses	On actual basis
Profit Based commission (excluding the above)	Rs. 3.00 Crore
Annual Increment	Not exceeding 30%

The Disclosures required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is provided 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 director 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 31 years and focusing on the manufacturing metals and alloys and other non-ferrous metals.

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

Particulars	Rs. in Lakhs		
	FY 2025-26	FY 2024-25	FY 2023-24
Sales (Net)	2,93,865.30	2,02,826.59	1,52,562.32
Profit Before Tax	18,640.85	8,472.39	5,163.06
Profit After Tax	13,873.14	6,506.26	3,951.52
Shareholders' Funds	79,985.29	59,751.49	35,484.23

4. Foreign investments or collaborations, if any: 2680 Equity Shares in ACE Green Recycling Inc.

II. Information about Mr. Ashish Bansal, Managing Director

1. Background details

Mr. Ashish Bansal aged about 44 years is a part of the Board of the Company since 2009. In the 20th Annual General Meeting he was appointed as Managing Director with effect from

June 01, 2015. He was re-appointed as Managing Director with effect from April 01, 2024 for a period of 3 years.

2. Past remuneration

The total remuneration drawn by Mr. Ashish Bansal during the financial year 2025-26 was Rs. 248.13 Lakhs.

3. Recognition or awards

During the year, he increased the status of the company as "Four Star Export House" based on the higher export performance. Also, he received an award on behalf of the Company for outstanding export performance for the financial year 2024-2025 from EEPC India under the category 'Other Non-Ferrous Metals & Manufactures thereof - Large Enterprise'.

4. Job profile and his suitability

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

5. Remuneration proposed

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

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

The remuneration of Mr. Ashish Bansal is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is commensurate with the remuneration in similar sized industries in same/similar segment of business for this position and profile.

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

During the Financial Year 2025-26, Mr. Ashish Bansal advanced unsecured loans to an extent of Rs. 243.50 Lakhs to the Company. He holds 46,38,900 equity shares as on March 31, 2026 in the Company.

Mr. Ashish Bansal is not related to any Key Managerial Personnel (KMP) of the company.

III. OTHER INFORMATION

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

Managing growth and maintaining price stability continue to be significant challenges in macroeconomic policy-making. Despite these economic conditions, the Company has undertaken various strategic measures over the past three years to address such challenges, resulting in improved turnover and profitability. Although the profitability of the Company is presently adequate to pay remuneration to the Managerial Personnel(s), approval of the Members is being sought, as a matter of abundant caution, for the payment of minimum remuneration in the event of inadequacy of profits in any financial year.

2. Steps taken or proposed to be taken for improvement

In order to address such challenges, if they arise during any financial year, the Company will continue to follow a pricing strategy for the import of raw materials based on the monthly average London Metal Exchange (LME) prices, as the sales realization is also linked to the average LME prices of the preceding month. Additionally, the Company has expanded its portfolio by introducing value-added products and diversifying into other non-ferrous metals to enhance profitability. The Company has also established an effective hedging mechanism to mitigate risks associated with market price volatility.

3. Expected increase in productivity and Profits in measurable terms

In view of the strategic measures undertaken by the Company, the turnover during the financial year 2025–26 has increased as compared to the previous years, and the Company has been able to sustain its profitability despite prevailing geopolitical and macroeconomic challenges. Further, based on the initiatives implemented by the Management, the Company is focused on enhancing its profitability in the coming years.

IV. DISCLOSURES.

The following information is provided under Postal Ballot Notice:

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

Other than Mr. Ashish Bansal, 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. 4 of the Notice for approval by the Members as a Special Resolution.

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

**Place : Chennai
Date : May 26, 2026**

**K. Kumaravel
Director Finance & Company Secretary**

ANNEXURE A TO THE POSTAL BALLOT NOTICE

DETAILS OF DIRECTOR TO BE APPOINTED

[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. Hemant Jawahar Lal	Mr. Ashish Bansal
DIN	11731104	01543967
Date of Birth/ Age	September 09, 1964 / 62 years	July 15, 1981 / 44 years
Designation / Category of Director	Independent Non-Executive Director	Chairman and Managing Director
Original date of Appointment on the Board	May 26, 2026	July 30, 2009
Last drawn remuneration (FY ended 31 st March 2026 per annum)	NA	Rs. 248.13 Lakhs
Qualification and Brief resume of the Director	Mr. Hemant Jawahar Lal, MA Graduate and 1988-batch officer of the Indian Revenue Service (IRS), retired at the Apex Scale as Principal Chief Commissioner of Income Tax following nearly 36 years of distinguished service.	Mr. Ashish Bansal is qualified MBA from University of Wales, UK, is a part of the Board of the Company since 2009. In the 20 th AGM he was appointed as Managing Director (MD) with effect from June 01, 2015. He was re-appointed as MD with effect from April 01, 2021 for a period of 3 years. He takes steps to start new projects as part of Company's Expansion & Diversification strategies
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Hemant Jawahar Lal is not related to any of the other Directors or Key Managerial Personnel of the Company	Mr. Ashish Bansal is not related to any of the other Directors or Key Managerial Personnel of the Company
Expertise in Specific Functional areas	36 years of experience in International Taxation & Transfer Pricing, Corporate Taxation, Tax Administration & Revenue Collection, Investigation & Dispute	Overall Management of the Company with specialization in Raw Material Procurement and Sale of finished goods

Name of the Director	Mr. Hemant Jawahar Lal	Mr. Ashish Bansal
	Resolution, Implementation, Leadership & Administration.	Policy Strategic & Public
Directorship in other Public Companies (Excluding Foreign, Private and Section 8 Companies)	NA	1) Material Recycling Association of India (MRAI) w.e.f September 29, 2021 2) POCL Future Tech Private limited (w.e.f. May 27, 2022) 3) Harsha Exito Engineering Private Limited (w.e.f. January 12, 2023)
Listed companies from where the Directors resigned during the past 3 years	NA	NA
No. of Shares held in the Company as on 31 st March 2026	NA	46,38,900
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NA	NA
Terms and Conditions of Appointment along with the Remuneration proposed to be paid	As stated in the Postal Ballot Notice & explanatory statement	As stated in the Postal Ballot Notice & explanatory statement
Number of Board Meetings held and attended during the year (FY 2025-26)	NA	Held – 4 Attended – 4