

## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty First Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Saturday, September 17, 2016 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014 to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon.

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

**“RESOLVED THAT** the Audited standalone financial statements for the year ended 31st March 2016 and the Board’s Report and Auditor’s Report thereon be and are hereby considered, approved and adopted.”

2. To declare dividend on Equity Shares for the financial year ended March 31, 2016.

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

**“RESOLVED THAT** the final dividend of Rs.2/- per equity share of Rs. 10/- each (20%) be declared for the financial year ended 31st March 2016 and that the same be paid out of the profits of the Company for the said financial year to those shareholders whose names appear in the Register of Members and the beneficial holders of the dematerialised shares as on September 10, 2016 as per the details provided by the Depositories for this purpose.”

3. To appoint a Director in the place of Mr. R.P.Bansal (DIN: 00232708), who retires by rotation and being eligible, offers himself for reappointment.

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

**RESOLVED THAT** Mr. R.P.Bansal (DIN: 00232708), 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 hold office of Whole Time Director of the Company in terms of the resolution passed by the shareholders in the 20th Annual General Meeting of the Company.

4. To ratify the appointment of auditors and fix their remuneration

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

**“RESOLVED that** pursuant to the Provisions of Section 139 and other 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 appointment of Statutory Auditors i.e M/s.Jeeravla & Co., Chartered Accountants, (Firm Registration No.001323S) which was approved at the Annual General Meeting held on September 16, 2015 to hold office for a term of 2 years i.e from conclusion of 20<sup>th</sup> Annual General Meeting and until the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company, be and is hereby ratified from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held in the year 2017.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to fix the remuneration in addition to reimbursement of service tax and out of pocket expenses of the Statutory Auditors, as they deem fit.”

### **Special Business:**

5. **Revision in Remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director of the Company**

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

**“RESOLVED THAT** in partial modification of resolution passed in this regard by the members of the Company at Annual General Meeting held on September 16, 2015 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies

Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent and ratification of the members be and is hereby accorded for revision in remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director, with effect from April 1, 2016 for the remaining tenure of 2 years ending on March 31, 2018.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ashish Bansal, Managing Director with effect from April 1, 2016 shall be as under:

Basic Salary: Rs. 42.00 lacs per annum.

Perquisites and allowances: Such as House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for 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 subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.

Reimbursement of expenses incurred for official purposes: On actual basis

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

**RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions 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.”

6. **Appointment of Mr. G.P.Venkateswaran (DIN: 01509307) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. G.P.Venkateswaran (DIN: 01509307), who was appointed as an Additional Director with effect from November 12, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto the 25<sup>th</sup> Annual General Meeting of the Company to be held in Calendar year 2020 and he shall not be liable to retire by rotation.”

7. **To ratify the remuneration of the Cost Auditors for the Financial Year 2015-16**

*To consider and if thought fit, to pass, 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, 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 2015-16 at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) in addition to applicable service tax and out of pocket expenses be and is hereby ratified.

8. **Authorisation to Board of Directors for determining fee for delivery of documents to the members**

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

**“RESOLVED THAT** pursuant to the provisions of Section 20 and other applicable provisions, if any of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), authority be and is hereby given to the Board of Directors of the Company (which shall include committee thereof) to determine the fee to be charged from a member who requests delivery of any document through a particular mode.”

**By Order of the Board**

**For PONDY OXIDES AND CHEMICALS LTD.**

Place : Chennai

Date : May 26, 2016

**K.Kumaravel**

GM Finance & Co. Secretary

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the “meeting” or “AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy so appointed need not be a member of the Company.**

**The proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Corporate member(s) intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
3. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
4. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings in respect of the directors seeking appointment / re-appointment at the meeting is furnished and forms part of the Notice.
5. The registers i.e. Register of Directors and Key Managerial Personnel and Register of Contracts or Arrangements maintained under Section 170 and Section 189 of the Act respectively will be available for inspection to the members at the meeting.
6. The copies of the Annual Report 2015-16 including the notice of the 21<sup>st</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting, attendance slip and proxy form are being sent by electronic mode to all the members whose email-ids are registered with the company / depositories for communication purposes. For members who have not registered their email address, the aforesaid documents are being sent in the permitted mode.
7. Members may also note that the notice of the 21<sup>st</sup> Annual General Meeting, proxy form and the Annual Report 2015-16 shall be placed on the Company’s website [www.pocl.co.in](http://www.pocl.co.in). The physical copies will

also be available at the Registered Office of the company for inspection during normal business hours on working days.

8. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The company or its Registrars and Share Transfer Agents, Cameo Corporate Services Limited ("Cameo") 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 i.e. change in address or bank mandates are to be advised only to the concerned Depository Participant by the members.
10. Members holding shares in physical form are requested
  - to advise any change in their address immediately to Cameo Corporate Services Limited.
  - to update their Bank details already registered with Company / Cameo Corporate Services Limited are to register their bank details by submitting the duly completed National Electronic Clearing Services (NECS) mandate form attached to this annual report and forward the same to the Cameo Corporate Services Limited to enable the Company to remit the dividend through NECS.
11. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA/Depositories for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Cameo Corporate Services Limited, Chennai.
13. Members seeking any information with regard to the financial statements, are requested to write to the Company atleast 7 days before the Annual General Meeting so as to enable the management to keep the information ready at the Annual General Meeting.
14. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. (a) The Company has notified closure of Share Transfer Books from September 11 2016 to September 17, 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.  
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched within thirty days to those shareholders whose names are on the Company's Register of Members as on September 10, 2016. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited / Central Depository Services (India) Limited as beneficial owners as on that date.
- 17. Investor Education Protection Fund:**
  - a) Members who have not encashed their dividend warrants for the years 2008-09 and years thereafter are requested to approach the Company for revalidation/issue of duplicate warrants quoting their Ledger Folio/DP-Client ID.
  - b) Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company

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has transferred the unpaid or unclaimed dividends for the financial year 2007-08, on due date, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

- c) Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2016 on the website of the Company ([www.pocl.co.in](http://www.pocl.co.in)).
- d) Pursuant to Section 205A of the Companies Act, 1956, unpaid dividends due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

<b>Dividend for the year ended</b>	<b>Date of Declaration</b>	<b>Proposed date of Transfer*</b>
March 31, 2009	September 17, 2009	September 21, 2016
March 31, 2010	August 28, 2010	September 01, 2017
March 31, 2011	September 24, 2011	September 28, 2018
March 31, 2012	September 07, 2012	September 11, 2019
March 31, 2013	August 27, 2013	August 31, 2020
March 31, 2014	September 12, 2014	September 16, 2021
March 31, 2015	September 16, 2015	September 20, 2022

\*Indicative dates, actual dates may vary.

### **General Instructions**

1. Voting through electronic means: In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to the members to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their vote using an electronic voting system from a place other than the venue of the meeting ('Remote e-voting').
2. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.
3. The remote e-voting facility will be available during the following period:

a.	Commencement of remote e-voting	: From 9.00 a.m. (IST) on September 14, 2016
b.	End of remote e-voting	: Up to 5.00 p.m. (IST) on September 16, 2016
4. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
5. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
6. The facility for voting through ballot will also be made available at the AGM and members who could not cast their vote by remote e-voting, may cast their vote at the AGM through ballot paper.
7. The Voting rights of shareholders shall be in proportion to their shares in the paid up share capital of the Company as on September 10, 2016. Members holding shares either in physical form or dematerialized form, as on September 10, 2016 i.e. cut-off date, may cast their vote electronically. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote for the resolution is cast by Member, it cannot be subsequently changed or voted again.
8. The Board of Directors of the Company has appointed M/s. KSM Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the voting 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.

9. At the AGM, at the end of the discussion on the resolution on which the voting is to be held, the Chairman would, with the assistance of the Scrutinizer, order voting by ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
10. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses who are not in the employment of the Company. The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes cast in the favour of or against, if any, not later than three days after the conclusion of AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
11. The results along with the Scrutinizer's Report will be placed on the website of the Company [www.pocl.co.in](http://www.pocl.co.in) and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited.

**Steps for e-Voting**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on **Shareholders**.
3. Now Enter your User ID

For CDSL	16 digits beneficiary ID
For NSDL	8 Character DP ID followed by 8 Digits Client ID
Members holding shares in Physical Form	Folio Number registered with the Company

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>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 (4).</p>

7. After entering these details appropriately, click on "SUBMIT" tab.

8. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of PONDY OXIDES AND CHEMICALS LIMITED.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If 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.
17. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
18. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
20. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. K. Kumaravel, Company Secretary at KRM Centre, 4<sup>th</sup> Floor No. 2, Harrington Road, Chetpet, Chennai 600 031., Phone : 044-42965454, Email ID : [kk@pocl.co.in](mailto:kk@pocl.co.in)

## Explanatory Statement

*(Pursuant to Section 102 (1) 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 business mentioned under Item No. 5 to 8 of the accompanying notice:

### **Item No.5**

#### **Revision in Remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director of the Company**

The shareholders in their meeting held on September 16, 2015 approved the appointment of Mr. Ashish Bansal as Whole Time Director / Managing Director w.e.f April 1, 2015 on a remuneration of Rs.42.00 lacs p.a including perquisites for a period of three years till March 2018. Due to inadequate profit of the company in the earlier years, shareholders approved the payment of minimum remuneration to Mr. Ashish Bansal. For the year ended March 2016, Company's turnover and profitability has increased and company can remunerate upto 10% of net profit to the Whole time Directors and Managing Director.

Taking into consideration the valuable services and contribution made by Mr. Ashish Bansal, Managing Director of the Company, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 26, 2016 subject to the approval of the shareholders approved the payment of remuneration as set out in the resolution to Mr. Ashish Bansal, Managing Director of the Company. The total remuneration paid is within the limit prescribed under the Companies Act, 2013.

Pursuant to provisions of Section 196, 197 and 198 of the Companies Act, 2013 approval of the shareholders is being sought for the payment of remuneration to Mr. Ashish Bansal, Managing Director of the Company.

The explanatory statement together with the accompanying notice may be treated as an abstract of terms of appointment of Mr. Ashish Bansal, Managing Director and payment of remuneration to him and the memorandum of interest under section 190 of the Companies Act, 2013.

Your Directors recommend the resolution as set out in Item No.5 of the Notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Anil Kumar Bansal and Mr. R.P. Bansal are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except as a member of the Company.

### **Item No.6**

#### **Appointment of Mr. G.P. Venkateswaran (DIN:01509307) as an Independent Director**

Mr. G.P. Venkateswaran was appointed as Independent Director as per Section 149 of the Act of the Company by the Board with effect from November 12, 2015 and holds office upto the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Act, from a member along with deposit of requisite amount proposing the candidature of Mr. G.P. Venkateswaran for the office of Director under Section 152 of the Act. The Company has received from Mr. G.P. Venkateswaran the requisite disclosures/declarations pursuant to the provisions of the Act.

The particulars of Mr. G.P. Venkateswaran viz., qualification, expertise and directorships and memberships of other Board Committees of listed entities are furnished in this annual report and forms part of this notice.

Mr. G.P. Venkateswaran is interested in the resolution as set out at Item No. 6 of this notice with regard to his appointment as an Independent Director.

Save and except the above, 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 of the Members.



**Item No.7**

**Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2016**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vivekanandan Unni & Associates as the Cost Auditors (having Firm Registration Number 00085) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2016.

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 remuneration payable to the cost auditor is Rs. 30,000 (Rupees Thirty Thousand Only) in addition to applicable service tax and reimbursement of incidental expenses incurred by the Auditor for carrying out the cost audit

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2016.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**Item No.8**

**Authorisation to Board of Directors for determining fee for delivery of documents to the member**

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents, *inter alia*, to the members of the Company. The proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay fees as may be determined by the Company in its Annual General Meeting.

Such fee for delivery of any document through a particular mode shall be based upon the mode of service, weight of the document and place of delivery of the document sought by the member; hence it becomes difficult to quantify the amount in such a case. Therefore, it is felt appropriate that the Board of Directors be authorized to determine the fee after considering into account the mode of service, weight of the document and place of delivery of the document sought by the member.

The Board of Directors accordingly recommends the Ordinary Resolution set forth in Item No. 8 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice, except as a member of the Company.

By Order of the Board

For **PONDY OXIDES AND CHEMICALS LIMITED**

Place : Chennai  
Date : May 26, 2016

**K.KUMARAVEL**  
**GM FINANCE & CO. SECRETARY**

**Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings brief particulars of the Directors proposed for re-appointment / appointment at the annual general meeting are given below :**

<b>Name of the Director</b>	<b>Mr. R P Bansal</b>	<b>Mr. G P Venkateswaran</b>
<b>Date of Birth</b>	09/09/1946	14/06/1943
<b>Date of Appointment</b>	21.03.1995	12.11.2015
<b>DIN</b>	00232708	01509307
<b>Brief Resume of the Director</b>	Whole Time Director of the Company - Incharge of marketing and public relations.	Independent Director
<b>Relationship between Directors inter-se</b>	Brother of Promoter Director	Nil
<b>Qualification and Expertise</b>	Under Graduate	B.Com., FCA, FCS
<b>Directorship held in other Companies</b>	Nil	Forzia Tech Pvt Ltd; Anugraha Educational and Consultancy Services Pvt Ltd.
<b>Membership/Chairmanship of Committee across other Public Companies, Committees, if any</b>	Nil	Nil
<b>Number of shares held on March 31, 2016</b>	4,89,802	275