

## NOTICE TO THE 22<sup>ND</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Wednesday, September 27, 2017 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, 2017 together with the Board of Directors' and Auditors' reports thereon.

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

**“RESOLVED THAT** the Audited Financial Statements for the year ended March 31, 2017 and Board's Report and Auditor's Report thereon be and are hereby received, considered and adopted.”

2. To declare dividend of Rs. 3.00 (i.e. 30%) per equity share of Rs. 10/- each for the financial year ended March 31, 2017.

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

**“RESOLVED THAT** the final dividend of Rs. 3/- per equity share of Rs. 10/- each (30%) be and is hereby declared for the financial year ended March 31, 2017 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 20, 2017 as per the details provided by the Depositories for this purpose.”

3. To appoint a Director in the place of Mr. Ashish Bansal (DIN: 01543967), 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. Ashish Bansal (DIN: 01543967), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

4. To appoint the Statutory auditors of the Company 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 142 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the proposal of the Audit Committee of the Board and recommendation of the Board, M/s. L. Mukundan and Associates, Chartered Accountants (Firm Registration No: 010283S) be and are hereby appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years from the conclusion from this Annual General Meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting, subject to the ratification of the appointment by the Members at every Annual General Meeting and consent on the Statutory Auditors every year on a remuneration as may be decided by the Board of the Directors in consultation with the Statutory Auditors.”

### SPECIAL BUSINESS:

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

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

**“RESOLVED THAT** in partial modification of the resolution passed by members at the 21<sup>st</sup> Annual General Meeting of the Company held on September 17, 2016 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies

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Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for revision in remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director, with effect from April 1, 2017 for his remaining tenure of one year ending on March 31, 2018.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Ashish Bansal (DIN: 01543967), Managing Director, with effect from April 1, 2017 shall be as under:

- I. **Basic Salary:** Rs. 1,10,00,000 (Rupees One Crore Ten Lakhs only) per annum.
- II. **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 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.
- III. **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 during 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 subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time and subject to the approval of the Central Government, if required.

**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. **Re-appointment of Mr. Ashish Bansal (DIN: 01543967) as Managing Director and fixing his remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (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, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Ashish Bansal as Managing Director of the Company for a period of 3 years with effect from April 01, 2018 at such remuneration mentioned below with an authority of the Board to provide an annual increment not exceeding 30% of the existing remuneration -

- I. **Basic Salary:** Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs only) per annum.
  - II. **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
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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.

**III. 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 Central Government, from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during 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 subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time, and subject to the approval of the Central Government, if required.

**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.”

**7. Revision in Remuneration of Mr. Anil Kumar Bansal (DIN: 00232223), Whole-Time Director**

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

“**RESOLVED THAT** in partial modification of the resolution passed by members at the 20<sup>th</sup> Annual General Meeting of the Company 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for revision in remuneration of Mr. Anil Kumar Bansal (DIN: 00232223), Whole-Time Director, with effect from April 1, 2017 for remaining tenure of one year ending on March 31, 2018

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Anil Kumar Bansal (DIN: 00232223), Whole-Time Director, with effect from April 1, 2017 shall be as under:

**I. Basic Salary:** Rs. 54,00,000 (Rupees Fifty-Four lakhs only) per annum.

**II. 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 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. Anil Kumar Bansal provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.

**III. 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 Central Government from time to time.

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**RESOLVED FURTHER THAT** where in during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time, and subject to the approval of the Central Government, if required.

**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.”

8. **Re-appointment of Mr. Anil Kumar Bansal (DIN: 00232223) as Whole-Time Director and fixing his remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder (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, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Anil Kumar Bansal (DIN: 00232223) as Whole-Time Director of the Company for a period of 3 years with effect from April 01, 2018 at such remuneration mentioned below with an authority of the Board to provide an annual increment not exceeding 15% of the existing remuneration-

**I. Basic Salary:** Rs. 60,00,000 (Rupees Sixty lakhs only) per annum.

**II. 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 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. Anil Kumar Bansal provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.

**III. 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 Central Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time, and subject to the approval of the Central Government, if required.

**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.”

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9. **Revision in remuneration of Mr. R.P. Bansal (DIN: 00232708), Whole-Time Director**

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

“**RESOLVED THAT** in partial modification of the resolution passed by members at the 20<sup>th</sup> Annual General Meeting of the Company 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, read with Companies (Appointment and Remuneration of Managerial Personnel) 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, consent of the members of the Company be and is hereby accorded for revision in remuneration of Mr. R.P. Bansal (DIN: 00232708), Whole-Time Director, with effect from April 1, 2017 for remaining tenure of one year ending on March 31, 2018

**RESOLVED FURTHER THAT** the remuneration payable to Mr. R.P. Bansal (DIN: 00232708), Whole-Time Director, with effect from April 1, 2017 shall be as under:

I. **Basic Salary:** Rs. 54,00,000 (Rupees Fifty-Four lakhs only) per annum.

I. **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 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. Anil Kumar Bansal provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.

II. **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 Central Government from time to time.

**RESOLVED FURTHER THAT** where during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time, and subject to the approval of the Central Government, if required.

**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.”

10. **Re-appointment of Mr. R.P. Bansal (DIN: 00232708) as Whole-Time Director and fixing his remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules made thereunder (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, consent of the members of the Company be and is hereby accorded to re-appoint Mr. R.P. Bansal (DIN:00232708) aged about 70 years as Whole-Time Director of the Company for a period of 3 years with effect from April 1, 2018 at such remuneration mentioned below with an authority of the Board to provide an annual increment not exceeding 15% of the existing remuneration-

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- I. **Basic Salary:** Rs. 60,00,000 (Rupees Sixty lakhs only) per annum.
- II. **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 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. Anilkumar Sachdev provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.
- III. **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 Central Government from time to time.

**RESOLVED FURTHER THAT** where in any financial year, during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time, and subject to the approval of the Central Government, if required.

**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."

11. **Increase in the borrowing powers and power to mortgage properties of the Company**

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

**“RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company in the 19<sup>th</sup> Annual General Meeting held on September 12, 2014 and pursuant to the provisions of Sections 180(1)(a), 180(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”), to borrow any sum or sums of money from time to time at its discretion, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves subject to such aggregate borrowings not exceeding an amount of Rs. 200 crores (Rupees Two Hundred crores only) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded to the Board to mortgage and/or charge all or any of the movable or immovable or immovable property of the Company, wheresoever situated, being present or in future, in favour of Banks, Financial Institutions and other Persons, Firms, Bodies Corporate to secure the loan advanced/agreed to be advanced together with the interest thereon for an amount not exceeding Rs. 200 crores in aggregate at any given point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion

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deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid 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”

**12. To ratify the remuneration of the Cost Auditors for the Financial Year 2016-17**

*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, the consent of the members be and hereby accorded to ratify the remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) in addition to applicable taxes and out of pocket expenses, fixed by the Board of Directors, to M/s. Vivekanandan Unni & Associates, Cost Accountants, Chennai (having Firm Registration Number 00085), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2016-17.”

By Order of the Board

For **PONDY OXIDES AND CHEMICALS LIMITED**

Place : Chennai  
Date : 18.05.2017

**K.Kumaravel**  
GM Finance & Company Secretary  
Membership No.: 10921

**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 (50) 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 (SS-2) 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 2016-17 including the notice of the 22<sup>nd</sup> Annual General Meeting of the
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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 22<sup>nd</sup> Annual General Meeting, proxy form and the Annual Report 2016-17 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 or 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 who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Cameo Corporate Services Limited, for consolidation into a single folio.
  14. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Cameo Corporate Services Limited for assistance in this regard.
  15. 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.
  16. 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.
  17. 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.
  18. (a) The Company has notified closure of Share Transfer Books from September 21, 2017 to September 27, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
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- (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 20, 2017. 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 and Central Depository Services Limited as beneficial owners as on that date.

**19. Investor Education Protection Fund:**

- a) Members who have not encashed their dividend warrants for the year 2010-11 and years thereafter are requested approach the Company for revalidation/issue of duplicate warrants quoting their Ledger Folio/DP-Client ID.
- b) Pursuant to the provisions of Section 124 of the Companies Act, 2013, read with applicable rules, the Company has transferred the unpaid or unclaimed dividends for the financial years 2009-10, on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
- c) Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2017 on the website of the Company ([www.pocl.co.in](http://www.pocl.co.in)).
- d) Pursuant to Section 124 of the Companies Act, 2013, unpaid dividend due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the year ended	Date of Declaration	Proposed date of Transfer*
March 31, 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
March 31, 2016	September 17, 2016	September 21, 2022

\*Indicative dates, actual dates may vary.

- e) Pursuant to the notification of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Authority Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to transfer the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more. The Company has issued notice to the concerned shareholders intimating them of the impending transfer of shares and simultaneously published a notice in newspapers. The Company has also uploaded the details of the same on the website of the Company for benefit of the shareholders. Members are requested to verify the status in the Company's website ([www.pocl.co.in](http://www.pocl.co.in)).

20. Information and other instructions relating to e-voting are as under:

**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').

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2. The Company has engaged the services of Central Depository Services Limited (“CDSL”) as the Agency to provide e-voting facility
3. The remote e-voting facility will be available during the following period:
  - *Commencement of remote e-voting*: From 9.00 a.m. (IST) on September 24, 2017
  - *End of remote e-voting*: Up to 5.00 p.m. (IST) on September 26, 2017
4. Once the vote is cast by a Member, it cannot be subsequently changed or voted again. 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 20, 2017. Members holding shares either in physical form or dematerialized form, as on September 20, 2017 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.
8. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on September 20, 2017, may obtain the login Id and password by sending request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
9. The Board of Directors of the Company at their meeting held on May 18 2017 have appointed M/s. KSM Associates, Practicing Company Secretaries represented by Mr. Krishna Sharan Mishra or Ms. Deepa V. Ramani, Partners as Scrutinizers 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.
10. At the Annual General Meeting, at the end of the discussion on the resolutions 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.
11. 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. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
12. 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

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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. 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 (iv).</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 changed 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).
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## 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 business mentioned under Item Nos. 5 to 9 of the accompanying notice:

### ITEM NO. 5 TO 10-

The tenure of Mr. Anil Kumar Bansal, Mr. Ashish Bansal and Mr. R.P. Bansal expires on March 31, 2018. Taking into consideration the valuable services rendered by them and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on May 18, 2017 revised their remuneration for their remaining tenure of one year ending on March 31, 2018 and also re-appointed them for a further period of three years with effect from April 1, 2018 with a revised remuneration, subject to the approval of the shareholders of the Company.

Pursuant to 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 appointment of Mr. Ashish Bansal as Managing Director and Mr. Anil Kumar Bansal as Whole-time Director and payment of remuneration to them.

In accordance with the provisions of Section 196(3) of the Companies Act, 2013 approval of the shareholders by way of Special resolution is sought for appointment of Mr. R.P. Bansal as a Whole-Time Director. Section 196(3) of the Companies Act, 2013 inter alia provides that no Company shall appoint or continue employment of a person who has attained the age of 70 years as a Managing Director, Whole-Time Director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mr. R.P. Bansal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue his employment as a Whole-Time Director. Further, in the opinion of the Board, he is also physically fit to carry out the duties of a Whole-Time Director. Hence Shareholders are requested to appoint him as a Whole-Time Director and confirm his terms of appointment and remuneration by passing a Special Resolution.

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

Director	Mr. Anil Kumar Bansal	Mr. Ashish Bansal	Mr. R.P.Bansal
<b>Tenure</b>	For a period of three years from April 1, 2018		
<b>Basic Salary</b>	Rs. 1,20,00,000 p.a	Rs. 60,00,000 p.a	Rs. 60,00,000 p.a
<b>Perquisites &amp; Allowances</b>	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.		
<b>Reimbursement of Official Expenses</b>	On actual basis		
<b>Annual Increment</b>	30%	15%	15%

The Disclosures required to be given under Regulation 46(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 should be within the limits set out in Part II - Section II of Schedule V to the Companies Act, 2013. The Board of Directors of the Company may also be authorised to determine and modify from time to time the remuneration payable to the said directors in accordance with the provisions of Sections 197 of the Companies Act, 2013 read with Schedule V thereof and stipulations contained in and any other applicable provision of the Companies Act, 2013. In view of above, the Company is seeking approval of the Shareholders by way of special resolution.

Information as required under the Part II - Section II of Schedule V to the Companies Act, 2013 in respect of each appointee is produced below:

**I. General Information**

**1. Nature of Industry**

The Company is engaged in the manufacture of Lead Metal, Alloys and Lead Compounds.

**2. Date or expected date of commencement of commercial production**

The Company has been in business for the past 22 years and focusing on the manufacturing metals and alloys and various oxides.

**3. Financial performance based on given indicators**

Rs. in Lakhs

Particulars	FY 2016-17	FY 2015-16	FY 2014-15
Sales (Net)	75,906.56	46,596.67	37,296.10
Profit Before Tax	4,398.40	1,600.40	970.55
Profit After Tax	2,792.46	1,012.73	671.03
Shareholders' Funds	6,603.55	4,011.93	3,180.71

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

**II (A) Information about Mr. Ashish Bansal, Managing Director**

**1. Background details**

Mr. Ashish Bansal is a part of the Board of the Company since 2009. He was reappointed as Whole Time Director of the Company for a period of 3 years with effect from 1<sup>st</sup> April 2012 at the Extra Ordinary General Meeting held on 26<sup>th</sup> October 2012. In the 20<sup>th</sup> Annual General Meeting he was appointed as a Managing Director with effect from 01<sup>st</sup> June, 2015.

**2. Past remuneration**

The total remuneration drawn by Mr. Ashish Bansal during the financial year 2016-17 was Rs. 82.87 Lakhs.

**3. 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.

**4. Remuneration proposed**

The remuneration of Mr. Ashish Bansal is as set out in the resolution.

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

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

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

Mr. Ashish Bansal has advanced unsecured loan of Rs. 453.28 lakhs to the Company. He holds 6,33,086 equity shares in the Company.

Mr. Ashish Bansal is son Mr. Anil Kumar Bansal, Whole-Time Director and Chairman of the Company.

**II (B) Information about Mr. Anil Kumar Bansal, Chairman and Whole-Time Director:**

**1. Background details**

Mr. Anil Kumar Bansal, aged 63 years is the Promoter-Director of the Company and holding the position of Managing Director from the date of incorporation of the company in 1995. With effect from 01<sup>st</sup> June 2015 he was appointed as Whole-Time Director and Chairman of the Company.

**2. Past remuneration**

The total remuneration drawn by Mr. Anil Kumar Bansal during the financial year 2016-17 was Rs. 41.93 Lakhs.

**3. Recognition or awards**

Taking into account the contribution made by Mr. Anil Kumar Bansal in PVC Stabilizer Industry he was the Vice President of All India Plastics Manufacturers' Association (AIPMA) South Zone, Member – IPI Chennai, and Member – CIPET Chennai.

**4. Job profile and his suitability**

Mr. Anil Kumar Bansal is a Science graduate, specialised in production and R&D areas of Metals, Alloys and Lead Compounds. He is the Chairman of the Company and he oversees the activities of the Board and giving directions to the Managing Director and other Directors on the policies of the Company and taken steps to start new projects in the company.

**5. Remuneration proposed**

The remuneration of Mr. Anil Kumar Bansal is as set out in the resolution.

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

The remuneration is as per Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable 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 the managerial personnel, if any**

Mr. Anil Kumar Bansal has advanced unsecured loan of Rs. 582.24 lakhs to the Company. He holds 6,22,761 equity shares in the Company.

Mr. Anil Kumar Bansal is related to Mr. Ashish Bansal, Managing Director and Mr. R.P. Bansal, Whole Time Director of the Company.

**II (C) Information about Mr. R.P.Bansal, Whole Time Director**

**1. Background details**

Mr.R.P. Bansal is the whole time Director of the Company. He was reappointed as Whole Time Director of the Company for a period of 3 years with effect from April 01, 2015 at the 20<sup>th</sup> Annual General Meeting of the Company held on September 16, 2015.

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**2. Past remuneration**

The total remuneration drawn by Mr. R.P.Bansal during the financial year 2016-17 was Rs. 40.93 Lakhs.

**3. Job profile and his suitability**

Mr. R.P.Bansal started his career in 1965 in chemicals trading, by this virtue he gained a widespread knowledge in various chemicals. By this virtue he gained a widespread knowledge in chemicals. He is well versed in the technical aspects of the Manufacturing process and he has rich experience in the marketing as well.

**4. Remuneration proposed**

The remuneration of Mr. R.P.Bansal is as set out in the resolution.

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

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

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

Mr. R.P.Bansal has advanced unsecured loan of Rs. 616.04 lakhs to the Company. He holds 4,97,302 equity shares in the Company.

Mr. R.P.Bansal is the brother of Mr. Anil Kumar Bansal, Chairman and Whole-time Director of the Company.

**III. OTHER INFORMATION**

**1. Reasons of inadequate profit**

Managing growth and price stability are the major challenges of macroeconomic policy making. Your company has taken steps to mitigate the challenge and improved the profitability during the year 2016-17. Though the profitability of the Company is adequate to pay the remuneration, taking into account the eventuality of inadequate profit approval of the members is obtained payment of minimum remuneration, if required.

**2. Steps taken / proposed to be taken for improvement**

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

**3. Expected increase in productivity and Profits in measurable terms**

In view of the steps taken by the Company, turnover and profitability has increased in the year 2016-17 and in the first quarter ending 30<sup>th</sup> June 2017 compared to the financial year 2015-16 and quarter ending 30<sup>th</sup> June 2016. Further, the company is also aiming the increase in turnover and profitability during the year 2017-18 as per initiatives taken by the Management.

**IV. DISCLOSURES**

As required, the information is provided under Corporate Governance Section of the Annual Report.

The Explanatory Statement together with the accompanying Notice may be treated as an abstract of the terms of appointment of Mr. Anil Kumar Bansal, Chairman and Whole-time Director, Mr. Ashish Bansal, Managing Director and Mr. R.P.Bansal, Whole Time Director and payment of remuneration to them and the Memorandum of interest under Section 190 of the Companies Act, 2013.

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Your Directors recommends the resolutions set out in Item Nos. 5 to 10 of the Notice for approval by the Members by way of Special Resolution.

Except Mr. Ashish Bansal, Mr. Anil Kumar Bansal and Mr. R.P. Bansal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions set out at item nos. 5 to 10.

**ITEM NO. 11**

**Increase in the borrowing powers and power to mortgage properties of the Company**

The members of the Company in the 19<sup>th</sup> Annual General Meeting held on September 12, 2014, authorised the Board of Directors of the Company to borrow in excess of paid-up capital and free reserves upto an amount of Rs. 100 Crores, excluding the temporary loans.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act"). The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180(1)(c) and Section 180(1)(a) of the Act, to authorize the Board to borrow in excess of Paid-up share Capital and free reserves and to mortgage in excess of 20 percent of the net worth of the Company and accordingly the resolution is proposed to increase the borrowing limits from Rs. 100 Crores to Rs. 200 Crores.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution. The resolutions as set out in item no. 11 of this Notice requires your approval as Special Resolution.

**ITEM NO. 12**

**Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2017**

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Vivekanandan Unni & Associates as the Cost Auditor (having Firm Registration Number 00085) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017.

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) excluding taxes 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. 12 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2017.

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. 12 of the Notice.

By Order of the Board

For **PONDY OXIDES AND CHEMICALS LIMITED**

Place : Chennai  
Date : 18.05.2017

**K.Kumaravel**  
GM Finance & Company Secretary  
Membership no.: 10921

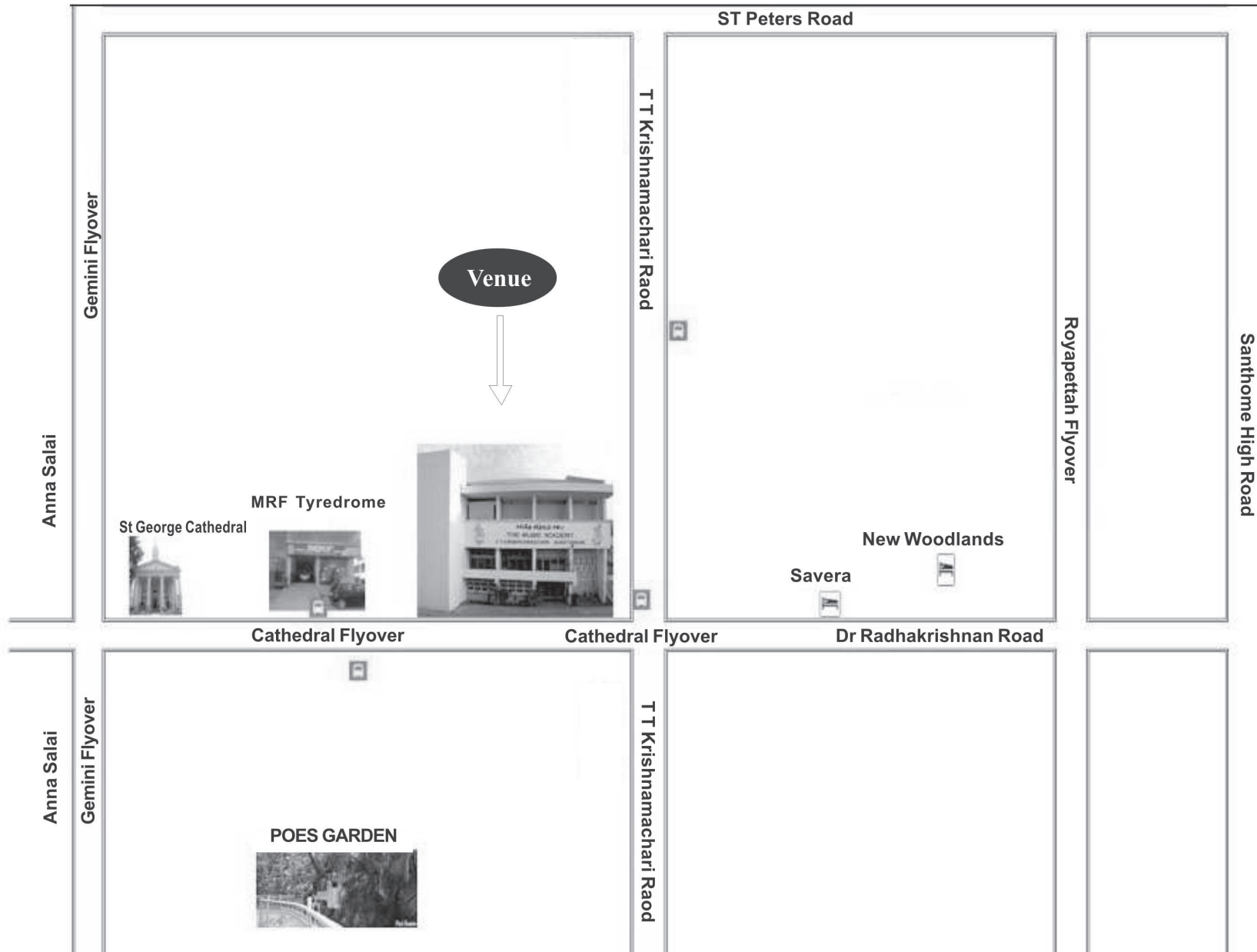
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**BRIEF PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

NAME OF THE DIRECTOR	ASHISH BANSAL	ANIL KUMAR BANSAL	R.P. BANSAL
DIN	01543967	00232223	00232708
Date of Birth/ Age	15.07.1981/36	02.11.1953/64	09.09.1946/ 70
Date of first appointment on the Board of Directors	30.07.2009	21.03.1995	21.03.1995
Last drawn remuneration	Rs. 6,80,000 p.m.	Rs. 3,25,000 p.m.	Rs. 3,25,000 p.m.
Brief resume of the Director	Mr. Ashish Bansal graduated in Management studies from the University of Wales, United Kingdom. Being the Managing Director, he takes care of the overall affairs of the Company.	Mr. Anil Kumar Bansal is the Chairman of the Company and is a part of the Board from the Company's Inception. He holds a Bachelors' degree in Science.	He is an undergraduate and has been serving the Company for the past 22 years. He looks after the Marketing of the Company.
Relationship between Directors inter-se	Son of Mr. Anil Kumar Bansal, Chairman and Whole-Time Director.	Brother of Mr. R.P. Bansal, Whole-Time Director and father of Mr. Ashish Bansal, Managing Director.	Brother of Mr. Anil Kumar Bansal, Chairman and Whole-Time Director.
Expertise in specific functional areas	Overall Management of the Company with specialization in Raw Material Procurement and Sale of finished goods.	Monitoring of the performance of the Board and identifying the long-term vision of the Company.	Marketing of Metallic oxides and procurement of specialized chemicals.
Terms and Conditions of Appointment along with the Remuneration	As stated in the Notice	As stated in the Notice	As stated in the Notice
Number of Board Meetings attended during the year	5	5	5
Directorship in other Companies	Meloy Metals Private Limited.	Nil	Nil
Membership/Chairmanship of Committee across other public Companies, Committees, if any.	Nil	Nil	Nil
Number of Shares held as on March 31, 2017.	633,086	622,761	497,302

Route map for the venue of 22<sup>nd</sup> AGM of Ponds Oxides and Chemicals Limited  
to be held on Wednesday September 27, 2017 at 11:30 a.m.



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**NATIONAL ELECTRONIC CLEARING SERVICES (NECS) MANDATE FORMAT**

To  
 Cameo Corporate Services Limited  
 Unit : Pondy Oxides and Chemicals Limited  
 Subramanian Building,  
 # 1, Club House Road,  
 Chennai – 600 002

Dear Sir,

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND / INTEREST please fill-in the information in CAPITAL LETTERS and in ENGLISH ONLY.

Please TICK (✓) wherever is applicable.

For shares held in physical form

Master Folio No.

----- For Office Use Only-----	
ECS Ref.No.	<input type="text"/>

For shares held in electronic form

DP. ID

Client Id

Note: On de-materialization of existing physical shares, for which you have availed ECS facility, this form needs to be re-submitted to your Depository Participant.

\*PAN.NO.....

Email address:- .....

Name of First holder	<input type="text"/>
Bank name	<input type="text"/>
Branch name	<input type="text"/>
Branch code	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

(9 Digits Code Number appearing on the **MICR** band of the cheque supplied by the Bank) Please attach a xerox copy of a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account type	Savings	<input type="checkbox"/>	Current	<input type="checkbox"/>	Cash Credit	<input type="checkbox"/>
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A/c No. (as appearing in the cheque book)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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Effective date of this Mandate	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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I, hereby, declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above Cameo Corporate Services Limited will not be held responsible. I agree to avail the ECS facility provided by RBI, as and when implemented by RBI/**Company**.

I further undertake to inform the Company any change in my Bank/branch and account number.

Date : \_\_\_\_\_

\_\_\_\_\_  
 (Signature of First holder)

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**PONDY OXIDES AND CHEMICALS LIMITED**

L24294TN1995PLC030586

Regd Office: KRM Centre, 4<sup>th</sup> Floor, # 2, Harrington Road, Chetpet,  
Chennai - 600 031.

Form No. MGT-11

**Proxy Form**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

Name of the Member :

Registered Address :

Email ID :

Folio :

DP ID/Client ID :

I/We, being the member holding ..... shares of Pundy Oxides and Chemicals Limited, hereby appoint:

1. .... of ..... having e-mail id .....  
or failing him
2. .... of ..... having e-mail id .....  
or failing him
3. .... of ..... having e-mail id .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, September 27, 2017 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014 and at any adjournment thereof in respect of the following such resolutions as indicated below:

Resolu- tions No.	RESOLUTION
	<b>Ordinary Business</b>
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with Board of Directors and Auditors Report thereon.
2	To declare dividend on Equity Shares for the financial year ended March 31, 2017.
3	To appoint a Director in the place of Mr. Ashish Bansal (DIN: 01543967), who retires by rotation and being eligible, offers himself for reappointment.
4	To appoint the Statutory Auditor of the Company and fix their remuneration

(Contd.,)

Resolutions No.	RESOLUTION
	<b>Special Business</b>
5	Revision in Remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director of the Company
6.	Re-appointment of Mr. Ashish Bansal (DIN: 01543967) as Managing Director and fixing his remuneration.
7.	Revision in Remuneration of Mr. Anil Kumar Bansal (DIN: 00232223), Whole-Time Director
8.	Re-appointment of Mr. Anil Kumar Bansal (DIN: 00232223) as Whole-Time Director and fixing his remuneration.
9.	Revision in remuneration of Mr. R.P. Bansal (DIN: 00232708), Whole-Time Director
10.	Re-ppointment of Mr. R.P. Bansal (DIN: 00232708) as Whole-Time Director and fixing his remuneration.
11.	Increase in the borrowing powers and power to mortgage properties of the Company
12.	To ratify the remuneration of the Cost Auditors for the financial year 2016-17.

Signed this.....day of..... 2017



\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.



**PONDY OXIDES AND CHEMICALS LIMITED**

CIN: L24294TN1995PLC030586

Regd Office: KRM Centre, 4<sup>th</sup> Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031.

**ATTENDANCE SLIP**

Please fill Attendance Slip and hand it over at the Entrance of the Meeting Hall

Name of the Shareholder :

Address of the Shareholder :

DP ID/ Client ID/Folio No :

No of Shares held :

I certify that I am a member /proxy/authorised representative for the member of the Company.

I hereby record my presence at the 22<sup>nd</sup> **Annual General Meeting** of the Company held on Wednesday, September 27, 2017 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014.

\_\_\_\_\_  
Signature of the Shareholder/Proxy

***POCL***<sup>®</sup>

**PONDY OXIDES AND CHEMICALS LIMITED**

An ISO 9001 : 2015 Certified Company