

Twenty Fifth Annual Report 2019-2020

NOTICE TO THE 25th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of **PONDY OXIDES AND CHEMICALS LIMITED** will be held on Monday, September 28, 2020, through Video Conferencing/other Audio-Visual Means ("OVAM") 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, 2020 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 Financial statements for the year ended 31st March 2020 and Board's Report and Auditor's Report thereon be and are hereby considered and adopted."

2. 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 pursuant to section 152 of the Companies Act 2013, 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 and he shall continue to be the Whole-Time Director of the Company."

SPECIAL BUSINESSES:

3. **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 read with Schedule V 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, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to appoint Mr. Ashish Bansal as Managing Director of the Company for a period of 3 years with effect from 01st April 2021 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:** ₹ 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 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.

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."

4. **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 read with Schedule V 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, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee 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 01st April 2021 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:** ₹ 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 Government from time to time.

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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

5. **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 read with Schedule V 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, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee consent of the members of the Company be and is hereby accorded to re-appoint Mr. R.P. Bansal (DIN:00232708) aged about 73 years as Whole-Time Director of the Company for a period of 3 years with effect from 01st April 2021 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:** ₹ 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. R P Bansal provided that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.

Twenty Fifth Annual Report 2019-2020

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 Whole time Director, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

6. Appointment of Dr. M Ramasubramani, as Independent Director of the Company

*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 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Dr. M Ramasubramani having DIN: 07999117, 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, not liable to retire by rotation, and to hold office for first term of 5 (five) consecutive years commencing from 13th March 2020 up to 12th March 2025.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To ratify the remuneration of the Cost Auditors for the Financial Year 2019-20

*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 ₹ 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 2019-20.”

By Order of the Board

For **PONDY OXIDES AND CHEMICALS LIMITED**

Place : Chennai
Date : 13th August 2020

K. Kumaravel
GM Finance & Co. Secretary

NOTES:

1. In view of the outbreak of COVID-19 pandemic and the consequent restrictions and requirements like social distancing, the Ministry of Corporate Affairs (“MCA”) vide Circulars No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020 and No.20/2020 dated May 05, 2020 and the Securities and Exchange Board of India (“SEBI”) vide its Circular No.SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, have allowed companies to hold their Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) during the calendar year 2020. In terms of the said circulars read with the applicable provisions of the Companies Act, 2013,

the 25th AGM of the Company will be held through VC/ OAVM (e-AGM) and the shareholders can attend and participate in the e-AGM through VC/OAVM only. The deemed venue of the e-AGM will be the Registered office of the company.

The presence of shareholders through VC/ OAVM will be reckoned for the purpose of quorum under section 103 of the Act.

2. 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. However, as this AGM is being held through VC/ OAVM, physical attendance of shareholders is dispensed with. Accordingly, the facility for appointment of proxies by the shareholders is not applicable for this AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.

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 26(4) and 36(3) 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 Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, the 22nd September 2020 to Monday the 28th September 2020 (both days inclusive).
6. In line with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM, along with the Annual Report 2019-20 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories (“DP”). Members holding shares in physical / demat form who have not registered their email address with the Company can get the same registered as per the procedure given below.
 - In case of shares held in demat mode, with their respective DPs.
 - In case of shares held in physical mode, by accessing the link <https://investors.cameoindia.com> or by email to the RTA at investor@cameoindia.com with details of Folio number and attaching a self-attested copy of PAN card.
 - After due verification, the Company / RTA will send login credentials for attending the AGM and voting to the registered email address.

Members may also note that the notice of the 25th Annual General Meeting and the Annual Report 2019-20 shall be placed on the Company’s website www.pocl.co.in and on the website of the Stock Exchange i.e. BSE Ltd – www.bseindia.com. The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting System during the AGM) www.evotingindia.com.

The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the Central Depository Services Limited’s (‘CDSL’) e-Voting website at www.evoting.csd.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in the notice will be available for inspection in electronic mode and at the Registered office of the Company during normal business hours (9:30 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the AGM of the Company.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFS Code, etc., to their DPs in case the shares are held by them in electronic form and to Company’s Registrar in case the shares are held by them in physical form.

Twenty Fifth Annual Report 2019-2020

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 the Company / Cameo Corporate Services Limited or register their bank details by submitting the duly completed National Electronic Clearing Services (NECS) mandate form.
9. 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.
10. SEBI vide circular dated April 20, 2018 has mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly, individual letters were sent to those shareholders whose PAN and Bank account details are not available with the Company. Such shareholders are requested to provide the information at the earliest to the Company/ RTA.
11. 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.
12. 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. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 01st April 2019. Members can contact the Company or Cameo Corporate Services Limited for assistance in this regard.
13. Members seeking any information with regard to the financial statements are requested to write to the Company at kk@pocl.co.in at least 7 days before the Annual General Meeting so as to enable the management to keep the information ready at the Annual General Meeting.
14. 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.
- 15. Investor Education Protection Fund:**
- a) Members who have not encashed their dividend warrants for the year 2012-13 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 124 of the Companies Act, 2013, read with applicable rules, the Company has transferred the unpaid or unclaimed dividends for the financial year 2011-12 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, 2020 on the website of the Company (www.pocl.co.in).
- d) Pursuant to provisions of Section 124 of the Companies Act, 2013 read with applicable rules, unpaid dividend due for transfer to the Investor Education and Protection Fund (IEPF) are as follows:

Dividend for the year ended	Date of Declaration	Proposed date of Transfer*
March 31, 2013	August 27, 2013	October 3, 2020
March 31, 2014	September 12, 2014	October 18, 2021
March 31, 2015	September 16, 2015	October 22, 2022
March 31, 2016	September 17, 2016	October 23, 2023
March 31, 2017	September 27, 2017	October 3, 2024
March 31, 2018	September 22, 2018	October 28, 2025
March 31, 2019	September 18, 2019	October 24, 2026
March 31, 2020	March 13, 2020	April 19, 2027

*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 the benefit of the shareholders. Members are requested to verify the status in the Company's website (www.pocl.co.in).

16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

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

General Instructions

1. The procedure for participation in the AGM through VC/OAVM is as below;

Shareholders will be able to attend the e-AGM by using their e-Voting login credentials and are advised to follow the procedure given below:

- (i) Launch internet browser by typing the URL <https://www.evotingindia.com>
- (ii) Enter the login credentials (i.e. user ID and password for e-Voting).
- (iii) In case the login credentials are not available or forgotten, retrieve the same by following the procedure given in the e-Voting instructions.
- (iv) After login, click on 'Live Streaming' link
- (v) Enable the camera in your computer/ other devices in the 'settings' menu.

Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

The facility to join the meeting will open 30 minutes before the scheduled time of the AGM and will be kept open throughout the proceedings of the AGM.

If you would like to express your views/raise queries during the meeting (or if you have queries but you do not wish to speak during the meeting), then you may send a request in advance at least **seven days prior to the meeting** mentioning your name, demat account number/folio number, email id, mobile number by email to kk@pocl.co.in, specifying whether you would like to speak at the AGM. Only those shareholders who have registered themselves as a speaker may be allowed to express their views/ask questions during the meeting. The Chairman will have right to allocate time to a speaker and/or restrict the number of speakers depending on the availability of time for the AGM. During the AGM, the Chairman may also, at his discretion, make available a chat window for a limited period, to enable you to express views/ask questions.

2. Shareholders can cast their votes through Remote e-Voting or at the AGM through e-voting

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide VC/ OAVM facility to its shareholders for participation in the AGM.

- I) 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 25, 2020
 - *End of remote e-voting:* Up to 5.00 p.m. (IST) on September 27, 2020
 - ii) 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.
 - iii) 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.
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Twenty Fifth Annual Report 2019-2020

- iv) Shareholders who could not vote through Remote e-Voting may avail the e-Voting system provided at the e-AGM by CDSL. The remote e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
3. The Voting rights of shareholders shall be in proportion to their shares in the paid-up share capital of the Company as on September 21, 2021. Members holding shares either in physical form or dematerialized form, as on September 21, 2020 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.
4. 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 21, 2020, may obtain the login Id and password by sending request at helpdesk.evoting@cdslindia.com.
5. The Board of Directors of the Company at their meeting held on 13th August 2020 have 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.
6. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
7. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at the AGM through e-voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company. 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.
8. The results along with the Scrutinizer's Report will be placed on the website of the Company 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.
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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • 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.
Dividend Bank Details OR 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 (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 & entering 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.

Twenty Fifth Annual Report 2019-2020

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 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.
- 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 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.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at their helpline number 1800225533.

19. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. K. Kumaravel, Company Secretary at KRM Centre, 4th Floor No. 2, Harrington Road, Chetpet, Chennai 600 031, Phone: 044-42965454, Email ID : kk@pocl.co.in.

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. 3 to 7 of the accompanying notice:

ITEM NO. 3 TO 5

The tenure of Mr. Ashish Bansal, Mr. Anil Kumar Bansal and Mr. R.P. Bansal expires on March 31, 2021. 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 August 13, 2020 approved their re-appointment for a further period of three years with effect from April 1, 2021 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 re-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 re- 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. Ashish Bansal	Mr. Anil Kumar Bansal	Mr. R.P.Bansal
Tenure	For a period of three years from April 1, 2021		
Basic Salary	₹ 1,20,00,000 p.a	₹ 60,00,000 p.a	₹ 60,00,000 p.a
Perquisites & Allowances	House Rent Allowance, Medical Allowance, Special Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family, Bonus, Leave Travel Concession, Gratuity, Utilities expenses, House maintenance, Books, Periodicals and Annual subscription for residence, use of company maintained car for business and personal use and communication expenses as may be provided by the Company as agreed upon by the Board of Directors of the Company and the respective director subject however that the total value of allowances and perquisites payable in a year shall not exceed the amount of annual salary.		
Reimbursement of Official Expenses	On actual basis		
Annual Increment	Not exceeding 30%	Not exceeding 30%	Not exceeding 30%

Twenty Fifth Annual Report 2019-2020

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 will be within the limits set out in Part II - Section II of Schedule V to the Companies Act, 2013 as amended from time to time. The Board of Directors of the Company may also be 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 Oxides.

2. Date or expected date of commencement of commercial production

The Company has been in business for the past 25 years and focusing on the manufacturing of metals, alloys and Zinc oxides.

3. Financial performance based on given indicators

₹ in Lakhs

Particulars	FY 2019-20	FY 2018-19	FY 2017-18
Sales (Net)	121,987.10	104,888.55	93,975.19
Profit Before Tax	2,122.78	5,187.81	4,397.31
Profit After Tax	1,634.56	3,372.83	2,917.93
Shareholders' Funds	15,044.98	13,040.03	9,867.07

4. Foreign investments or collaborations, if any: NIL

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

1. Background details

Mr. Ashish Bansal aged about 39 years is a part of the Board of the Company since 2009. In the 20th Annual General Meeting he was appointed as Managing Director with effect from 01st June, 2015. He was re-appointed as Managing Director with effect from 01st April 2018 for a period of 3 years.

2. Past remuneration

The total remuneration drawn by Mr. Ashish Bansal during the financial year 2019-20 was ₹ 231.31 Lakhs.

3. Recognition or awards

During the previous year 2018-19 he received the award for Excellence in Business Performance from Economic Times in the category of ₹ 750-2000 crores turnover category.

4. Job profile and his suitability

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

5. Remuneration proposed

The remuneration of Mr. Ashish 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 managerial personnel, if any

Mr. Ashish Bansal has advanced unsecured loan of ₹ 780.42 lakhs to the Company. He holds 8,47,582 equity shares in the Company.

Mr. Ashish Bansal is the son of 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 66 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 01st 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 2019-20 was ₹ 114.09 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, specialized in production and R&D areas of Metals, Alloys and Oxides. 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 ₹ 245.24 lakhs to the Company. He holds 6,23,461 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, 2018 at the 22nd Annual General Meeting of the Company held on September 27, 2017.

2. Past remuneration

The total remuneration drawn by Mr. R.P.Bansal during the financial year 2019-20 was ₹ 115.82 Lakhs.

Twenty Fifth Annual Report 2019-2020

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. 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 ₹ 348.69 lakhs to the Company. He holds 5,30,945 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 for inadequate profits

Managing growth and price stability are the major challenges of macroeconomic policy making. Your company has taken steps to mitigate the challenge and improved the turnover and profitability during the past 3 years. Though the profitability of the Company is adequate to pay the remuneration, in many of the years, taking into account the eventuality of inadequate profit approval of the members is obtained for payment of minimum remuneration, if required.

2. Steps taken or proposed to be taken for improvement

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

3. Expected increase in productivity and Profits in measurable terms

In view of the steps taken by the Company, turnover has increased in the year 2019-20 compared to the previous years. Further, the company is also aiming to increase the profitability in coming years as per the initiatives taken by the Management.

IV. DISCLOSURES.

As required, the 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.

Your Directors recommends the resolutions set out in Item Nos. 3 to 5 of the Notice for approval by the Members.

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. 3 to 5.

ITEM NO. 6

To appoint Dr. M Ramasubramani as Independent Director of the Company

Considering the recommendation of the Nomination and Remuneration committee, the Board of Directors had appointed Dr. M Ramasubramani as an Additional Director of the company with effect from 13th March 2020 to hold office upto the date of the Annual General Meeting of the Company. Pursuant to sec 149 and other applicable provisions of the Act and Regulation 25 of the listing regulations, it is proposed to appoint Dr. M Ramasubramani as Independent Director for a term of 5 consecutive years from 13th March 2020 to 12th March 2025.

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

Other than Dr. M Ramasubramani, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. Your Directors recommend the resolution set out in Item No. 6 of the Notice for approval by the Members as an Ordinary Resolution.

ITEM NO. 7

Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2020

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, 2020.

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 ₹ 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. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2020.

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.

By Order of the Board
For **PONDY OXIDES AND CHEMICALS LIMITED**

Place : Chennai
Date : 13th August 2020

K. KUMARAVEL
GM FINANCE & CO. SECRETARY

Twenty Fifth Annual Report 2019-2020

Annexure to the Notice

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 DIRECTOR	ASHISH BANSAL	DR M RAMASUBRAMANI
DIN	01543967	07999117
Qualification	Graduate in Management studies from University of Wales, United Kingdom.	M.A (Political Science) from Madurai Kamaraj University, B.L. from Madurai Law College, M.L. (Constitution and International Law) from Madras University, MHR -Master of Human Rights from Pondicherry University and Ph.D. in Cyber Crime, Inter Disciplinary, University of Madras.
Date of Birth/ Age	15.07.1981/39	03.07.1958/62
Date of first appointment on the Board of Directors	30.07.2009	13.03.2020
Last drawn remuneration	₹ 231.31 Lakhs	N.A.
Brief resume of the Director	Mr. Ashish Bansal is a part of the Board of the Company since 2009. In the 20 th Annual General Meeting he was appointed as Managing Director with effect from 01 st June, 2015. He was re-appointed as Managing Director with effect from 01 st April 2018 for a period of 3 years.	Dr. M Ramasubramani IPS, is a well known Police Officer and also a high level Sports Administrator.
Relationship between Directors inter-se	Mr. Ashish Bansal is the son of Mr. Anil Kumar Bansal, Whole-Time Director and Chairman of the Company.	N.A.
Expertise in specific functional areas	Overall Management of the Company with specialization in Raw Material Procurement and Sale of finished goods.	Specialisation in the field of Education & Technology mainly into Virtual Reality & Augmented Reality Technology concepts.
Terms and Conditions of Appointment along with the Remuneration	As stated in the Notice	As stated in the Notice
Number of Board Meetings attended during the year	7	Nil
Directorship in other Companies	Nil	Currently he is a Director in Vreon Tech India Private Limited from 21-11-2017.
Membership/Chairmanship of Committee across other public Companies, Committees, if any.	Nil	Nil
Number of Shares held as on March 31, 2020.	8,47,582	Nil