

PONDY OXIDES AND CHEMICALS LIMITED **POCL**[®]

TRANSCRIPT OF THE EXTRAORDINARY GENERAL MEETING OF PONDY OXIDES AND CHEMICALS LIMITED HELD AT 03:00 P.M. IST ON TUESDAY, FEBRUARY 06, 2024, THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS

Mr. Anil Kumar Bansal:

Good afternoon to each and every one of you. On behalf of the Board of Directors of POCL, I am happy to welcome you to the Extraordinary General Meeting of your Company. The Quorum being present, I call the Extraordinary General Meeting of Equity Shareholders of the Company to order. Before we start the main proceedings of the meeting, I would request the Directors and Key Managerial Personnel's to introduce themselves from their respective places.

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

Mr. Ashish Bansal:

I am Ashish Bansal, Managing Director and I'm attending the EGM from the registered office of the company in Chennai.

Mr. K Kumaravel:

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

Mr. A Vijay Anand:

I am A Vijay Anand, Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee. I'm attending the EGM from the Registered Office of the Company in Chennai.

Dr. Shoba Ramakrishnan:

I am Shoba Ramakrishnan, Independent Director and I'm attending the EGM from the Registered Office of the Company in Chennai.

Dr. M Ramasubramani:

I am M Ramasubramani, Independent Director and I'm attending the EGM from the Registered Office of the Company in Chennai.

Mr. B Vijay:

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



Mr. Anil Kumar Bansal:

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

I request Mr. K. Kumaravel, Director Finance & Company Secretary to continue the proceedings of the meeting.

Mr. K. Kumaravel:

Thank you Sir.

Good Afternoon Ladies and Gentlemen!

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

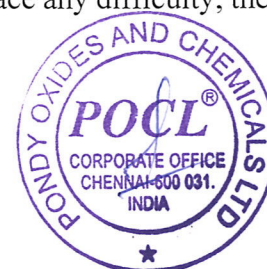
The Statutory registers and all the documents referred in the notice of EGM and Explanatory Statement are available for inspection.

In order to meet the funding requirements for capital expenditure for expansion of the manufacturing facilities of the Company, working capital purposes and general corporate purposes, the Company proposes to raise further capital through issuance of Equity Shares on preferential issue basis.

The Company has received request from a Shareholder to register him as speaker at the meeting. Accordingly, the floor will be open for those Shareholders to ask questions or express their views. The moderator will facilitate this session once the Chairman opens the floor for questions and answers.

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

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



The Notice for the Meeting along with the Corrigendum have already been circulated to you and with the permission of the members, it was taken as read. The proposing and seconding of resolutions is not required as per the Secretarial Standards as the resolutions are being put to vote through e-voting facility.

Now, we will go through the agenda for this meeting.

SPECIAL BUSINESSES:

Item No. 1:

Issuance of 10,05,921 Equity shares on preferential basis to certain identified Non-Promoter Persons / Entities

Item No. 2:

Issuance of 16,27,221 Convertible warrants on preferential basis to the promoter group and certain identified Non-Promoter Persons / Entities

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

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

Kindly turn on your video when you are projected on the broadcast screen, unmute yourself and proceed to ask the question. Please mention your Name, Folio Number, and the Location from where you are joining. Once you have asked your question, you can log off and continue to watch the proceedings. To avoid repetition, the answers to all the questions will be provided towards the end.

Since no questions were raised by the shareholders, we can proceed to continue the meeting.

Mr. Anil Kumar Bansal:

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



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

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

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

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

Mr. K Kumaravel:

The Voting time is over now. I convey our sincere thanks to all the members for participating at the meeting. 38 Shareholders attended the meeting. I hereby declare the meeting stands closed. The Meeting concluded at 03.28 P.M. IST.

Thank you.

