

PODDAR PIGMENTS LTD.

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Poddar Pigments Ltd.
2. Quarter ending : 31.03.2016

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) a	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shiv Shankar Poddar	AADPP1008J00058025	Executive	01.10.13 to 30.09.16	-	1	1	-
Mr.	Ramesh Kumar Sureka	AMMPS7656N00058043	Executive	01.10.15 to 30.09.18	-	1	2	-
Mr.	Manoj Kumar Sonthalia	ACSPS2460G00021297	Non-Executive -Independent	01.04.14 to 31.03.19	21 years (28.02.94)	1	1	-
Mr.	Nagarajan Gopaldaswamy	AAGPG2558R00017659	Non-Executive -Independent	01.04.14 to 31.03.19	21 years (01.07.94)	4	6	3
Ms.	Mahima Poddar Agarwal	AALPM6702E03588809	Non-Executive	11.09.15	-	1	1	-
Mr.	Kishore Rungta	AKGPR4638F00681634	Non-Executive -Independent	01.04.14 to 31.03.19	4 years (25.07.11)	1	2	2

\$PAN number of any director would not be displayed on the website of Stock Exchange

aCategory of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s
1. Audit Committee	Sh. Kishore Rungta	Chairperson - Independent
	Sh. Manoj Kumar Sonthalia	Non-Executive - Independent
	Sh. Ramesh Kumar Sureka	Executive

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2. Nomination & Remuneration Committee	Sh. Kishore Rungta	Chairperson - Non-Executive - Independent
	Sh. Manoj Kumar Sonthalia	Non-Executive - Independent
	Sh. Nagarajan Gopaldaswamy	Non-Executive - Independent
3. Risk Management Committee (if applicable)	NA	NA
4. Stakeholders Relationship Committee'	Sh. Kishore Rungta	Chairperson - Non-Executive - Independent
	Sh. Shiv Shankar Poddar	Executive
	Smt. Mahima Poddar Agarwal	Non-Executive
	Sh. Ramesh Kumar Sureka	Executive
	Sh. Nagarajan Gopaldaswamy	Non-Executive - Independent
5. Performance Evaluation Committee	Sh. Kishore Rungta	Non-Executive - Independent
	Sh. Manoj Kumar Sonthalia	Non-Executive - Independent
	Sh. Nagarajan Gopaldaswamy	Non-Executive - Independent
6. Corporate Social Responsibility Committee	Sh. Kishore Rungta	Chairperson - Non-Executive - Independent
	Sh. Shiv Shankar Poddar	Executive
	Sh. Ramesh Kumar Sureka	Executive

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
01.11.2015	19.01.2016	78
	15.03.2016	55

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14.01.2016 (Audit Committee Meeting)	Sh. Kishore Rungta Sh. Ramesh Kumar Sureka	09.10.2015 (Audit Committee Meeting)	96
19.01.2016 (Corporate Social Responsibility Committee Meeting)	Sh. Shiv Shankar Poddar Sh. Ramesh Kumar Sureka	09.10.2015 (Corporate Social Responsibility Committee Meeting)	-
08.03.2016 (Corporate Social Responsibility Committee Meeting)	Sh. Kishore Rungta Sh. Shiv Shankar Poddar Sh. Ramesh Kumar Sureka		-
30.03.2016 (Corporate Social Responsibility Committee Meeting)	Sh. Kishore Rungta Sh. Shiv Shankar Poddar Sh. Ramesh Kumar Sureka		-

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12.01.2016 (Stakeholders Relationship Committee Meeting)	Sh. Shiv Shankar Poddar Smt. Mahima Poddar Agarwal	05.10.2015 (Stakeholders Relationship Committee Meeting)	-
06.02.2016 (Stakeholders Relationship Committee Meeting)	Sh. Shiv Shankar Poddar Smt. Mahima Poddar Agarwal	20.10.2015 (Stakeholders Relationship Committee Meeting)	-
17.02.2016 (Stakeholders Relationship Committee Meeting)	Sh. Shiv Shankar Poddar Smt. Mahima Poddar Agarwal	30.11.2015 (Stakeholders Relationship Committee Meeting)	-
24.02.2016 (Stakeholders Relationship Committee Meeting)	Sh. Shiv Shankar Poddar Smt. Mahima Poddar Agarwal	10.12.2015 (Stakeholders Relationship Committee Meeting)	-
11.03.2016 (Stakeholders Relationship Committee Meeting)	Sh. Shiv Shankar Poddar Smt. Mahima Poddar Agarwal	28.12.2015 (Stakeholders Relationship Committee Meeting)	-
17.03.2016 (Stakeholders Relationship Committee Meeting)	Sh. Shiv Shankar Poddar Smt. Mahima Poddar Agarwal	-	-
23.03.2016 (Stakeholders Relationship Committee Meeting)	Sh. Shiv Shankar Poddar Smt. Mahima Poddar Agarwal	-	-

• This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) – NA
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
The report will be placed in the next Board Meeting as and when the same will be held.

For Poddar Pigments Ltd.


• Navin Jain
Sr. GM (Legal) & Company Secretary

Poddar Pigments Ltd.

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Disclosure and annual Affirmation report for the financial year 2015-16

I. Disclosure on website in terms of Listing Regulations	
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1)</i>	Yes
<i>Meeting of Board of directors</i>	<i>17(2)</i>	Yes

PODDAR

PIGMENTS LTD.

<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes

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<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

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2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - NA

For Poddar Pigments Ltd.


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 Sr. GM (Legal) & Company Secretary

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