

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

20th September 2021

To,

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

Sub: Voting Results of the 26th Annual General Meeting
Ref: Script code 532626

With reference to the above, we enclose herewith the voting results of the 26th Annual General Meeting (AGM) of our company held on Saturday 18th September 2021 as required under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format alongwith the Scrutinizer's report for remote e-voting and e-voting at the 26th AGM.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Pondy Oxides and Chemicals Limited



K. Kumaravel
GM Finance & Company Secretary

Encls.: as above



KRM Centre, 4th Floor, #2, Harrington Road, Chetpet, Chennai - 600 031. India.

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E-mail : info@pocl.co.in Web : www.pocl.co.in

CIN No. L24294TN1995PLC030586

GSTIN : 33AAACP5102D4Z4

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General information about company

Scrip code	532626
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE063E01046
Name of the company	Pondy Oxides and Chemicals Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	18-09-2021
Start time of the meeting	03:00 PM
End time of the meeting	04:00 PM

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Scrutinizer Details

Name of the Scrutinizer	Krishna Sharan Mishra
Firms Name	KSM Associates
Qualification	CS
Membership Number	6447
Date of Board Meeting in which appointed	26-07-2021
Date of Issuance of Report to the company	18-09-2021

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Voting results	
Record date	11-09-2021
Total number of shareholders on record date	15043
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	50
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March 2021 together with the reports of Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2822007	99.6062	2822007	0	100.0000	0.0000
	Poll	2833165	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2833165	2822007	99.6062	2822007	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		29438	0.9881	29437	1	99.9966	0.0034
	Poll	2979225	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2979225	29438	0.9881	29437	1	99.9966	0.0034
Total		5812390	2851445	49.0580	2851444	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Final Dividend of Rs. 2.50/- (i.e. 25%) per equity share of Rs. 10/- each for the Financial year ended 31st March 2021				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2822007	99.6062	2822007	0	100.0000	0.0000
	Poll	2833165	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2833165	2822007	99.6062	2822007	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		29538	0.9915	29537	1	99.9966	0.0034
	Poll	2979225	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2979225	29538	0.9915	29537	1	99.9966	0.0034
Total		5812390	2851545	49.0598	2851544	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in the place of Mr.Anil Kumar Bansal (DIN: 00232223), who retires by rotation and being eligible, offers himself for reappointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2822007	99.6062	2822007	0	100.0000	0.0000
	Poll	2833165	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2833165	2822007	99.6062	2822007	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting		29538	0.9915	29528	10	99.9661	0.0339
	Poll	2979225	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2979225	29538	0.9915	29528	10	99.9661	0.0339
Total		5812390	2851545	49.0598	2851535	10	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To increase the Borrowing powers and power to mortgage the properties of the company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2822007	99.6062	2822007	0	100.0000	0.0000
	Poll	2833165	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2833165	2822007	99.6062	2822007	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		29538	0.9915	29134	404	98.6323	1.3677
	Poll	2979225	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2979225	29538	0.9915	29134	404	98.6323	1.3677
Total		5812390	2851545	49.0598	2851141	404	99.9858	0.0142
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To amend and adopt the Main Objects Clause of the Memorandum of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2822007	99.6062	2822007	0	100.0000	0.0000
	Poll	2833165	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2833165	2822007	99.6062	2822007	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting		29438	0.9881	29404	34	99.8845	0.1155
	Poll	2979225	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2979225	29438	0.9881	29404	34	99.8845	0.1155
Total		5812390	2851445	49.0580	2851411	34	99.9988	0.0012
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of the Cost Auditors of the Financial Year 2020-21				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2833165	2822007	99.6062	2822007	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2833165	2822007	99.6062	2822007	0	100.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2979225	29438	0.9881	29437	1	99.9966	0.0034
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2979225	29438	0.9881	29437	1	99.9966
Total		5812390	2851445	49.0580	2851444	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015)

To

Mr. Anil Kumar Bansal
Chairman – 26th Annual General Meeting of
Pondy Oxides and Chemicals Limited

4th Floor, KRM Centre,
No: 2, Harrington Road, Chetpet
Chennai - 600031

Sub: Consolidated Scrutinizer's Report on Electronic Voting for the 26th Annual General Meeting of Pondy Oxides and Chemicals Limited ("the Company") held on Saturday, 18th September 2021 at 03:00 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

We, M/s. KSM Associates, Practicing Company Secretaries, Chennai represented by Mr. Krishna Sharan Mishra having Membership No. 6447 and CP No. 7039, have been appointed as Scrutinizer by Pondy Oxides and Chemicals Limited ("**the Company**") by resolution passed at the meeting of the Board of Directors held on 26th July 2021 for the purpose of scrutinizing e-voting (remote e-voting and e-voting during the course of AGM) process in respect of the resolutions proposed at the 26th Annual General Meeting ("AGM") of Pondy Oxides and Chemicals Limited on Saturday, 18th September, 2021 at 03:00 p.m. through VC / OAVM.

The AGM Notice dated 26th July 2021, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company/Depositories and also by way of public notices on 21st August 2021 in English newspaper "Trinity Mirror" and regional language newspaper "Makkal Kural" on 21st August 2021, in compliance with the MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020. The AGM Notice was also uploaded on the website of the Company, the Stock Exchanges and of the Depository.

The Company had appointed Central Depository Services (India) Ltd. (hereinafter **CDSL** or **the Service Provider**) as the e-Voting Service Provider, for extending the facility of electronic voting (remote e-voting) to the shareholders of the Company from 9:00 a.m. on 15th September 2021 till 5:00 p.m. on 17th September 2021.

The Company had also provided, through the same Service Provider, remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who could not cast their vote earlier.

The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the 26th Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website www.evotingindia.com. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through remote e-Voting and e-voting during the course of AGM.

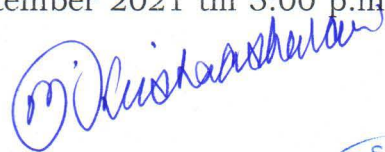
The Cut-off date (record date) for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was 11st September 2021.

Apart from sending the notice of AGM to the shareholders through electronic mode, the Company also gave access to the said notice electronically on the following URL link as available on the date of signing this Report:

<https://pocl.co.in/wp-content/uploads/2021/08/POCL-Annual-Report-FY-2020-21-Final.pdf>

The AGM Notice sent contained the instructions to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three (3) days from 9:00 a.m. on 15th September 2021 till 5:00 p.m. on 17th September, 2021.



The public notice released by the Company by way of advertisement on 21st August 2021 in English newspaper "Trinity Mirror" and in regional language newspaper "Makkal Kural" also confirmed regarding electronic despatch of Annual Report to the shareholders.

At the end of the voting period on 17th September 2021 at 5.00 p.m. the voting portal of the Service Provider was blocked forthwith and thereupon we had unblocked the list of the members who have exercised the votes through remote e-voting. The Company had also provided remote e-voting facility to the shareholders present at the AGM through Video Conference / Other Audio Visual Means and who had not cast their votes earlier. On 18th September 2021, the voting facility was blocked by the Service Provider after the conclusion of the AGM. The votes cast through remote e-Voting facility before the AGM and during the course of the AGM were duly unblocked and the results were downloaded from CDSL portal by us as a Scrutinizer in the presence of Ms. Ashwini Desai and Mr. Neel Bhanisali who are not in employment of the Company and acted as witnesses, as prescribed in sub rule 4 (xii) of the said rule 20.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules and the applicable provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 relating to remote e-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM. Our responsibility as a scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Based on the data downloaded from the official website of CDSL for e-voting, the result of the remote e-Voting is as under:




Ordinary Business:

Agenda No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to AGM	2851444	0	-
Remote E-voting during the AGM	0	1	-
Total	2851444	1	-
Total - % (approx)	100	0	

Agenda No.2:

To declare Final Dividend of Rs. 2.50 (i.e. 25%) per equity share of Rs. 10/- each for the financial year ended 31st March 2021.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to AGM	2851544	0	-
Remote E-voting during the AGM	0	1	-
Total	2851544	1	
Total - % (approx)	100	0	

Agenda No. 3

To appoint a Director in the place of Mr. Anil Kumar Bansal (DIN:00232223), who retires by rotation and being eligible, offers himself for reappointment.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to AGM	2851535	9	-
Remote E-voting during the AGM	0	1	-
Total	2851535	10	
Total - % (approx)	100	0	

Special Business:

Agenda No. 4:

To increase borrowing power and powers to mortgage the properties of the company.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to AGM	2851141	403	
Remote E-voting during the AGM	0	1	
Total	2851141	404	
Total - % (approx)	99.99	0.01	

M. Vishwasrao



Agenda No. 5:

To amend and adopt the Main objects clause of the Memorandum of Association of the company.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to AGM	2851411	33	-
Remote E-voting during the AGM	0	1	-
Total	2851411	34	-
Total - % (approx)	100	0	


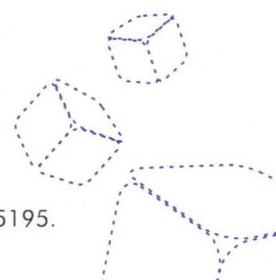
Agenda No. 6:

To ratify the remuneration of the Cost Auditors for the financial year 2020-21.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to AGM	2851444	0	
Remote E-voting during the AGM	0	1	
Total	2851444	1	
Total - % (approx)	100	0	


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All the Resolutions/Matters indicated in the notice to the said Annual General Meeting stand passed under remote E-voting prior to AGM and E-voting during the Annual General Meeting with the Consolidated requisite majority.

We hereby confirm that we are maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through remote E-Voting prior to AGM and remote E-voting during the Annual General Meeting through which votes were cast by the shareholders of the Company during the said Annual General Meeting. We shall be arranging to handover these records to the Company, as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours,
For KSM Associates, Company Secretaries



KRISHNA SHARAN MISHRA
Partner
FCS - 6447; CP - 7039




Place: Chennai
Dated: 18/09/2021

Witness 1

Witness 2


Name : Bhagyashree R.
Address : No.30/48, Nadu Street,
Mylapore, Chennai
PIN-600004
Occupation: Service


Name : Neel Bhansali
Address : No 4/20, Govindan Street,
Choolai, Chennai
PIN - 600 112
Occupation: Service