

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

POCL:MD:2019-20

September 19, 2019

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

Dear Sir,

Sub: Voting Results of the 24th Annual General Meeting
Ref: Script code 532626

With reference to the above, we enclose herewith the voting results of the 24th Annual General Meeting of our Company held on September 18, 2019, as required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in the prescribed format along with the consolidated scrutinizer report for remote e-voting and physical ballot.

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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CIN No. : L24294TN1995PLC030586

GSTIN : 33AAACP5102D4Z4

General information about company	
Scrip code	532626
NSE Symbol	
MSEI Symbol	
ISIN	INE063E01046
Name of the company	NDY 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)	18-09-2019
Start time of the meeting	11:30 AM
End time of the meeting	01:00 PM

Scrutinizer Details	
Name of the Scrutinizer	Mr. Krishna Sharan Mishra
Firms Name	M/s. KSM Associates
Qualification	CS
Membership Number	6447
Date of Board Meeting in which appointed	12-08-2019
Date of Issuance of Report to the company	18-09-2019

Voting results	
Record date	11-09-2019
Total number of shareholders on record date	12807
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	6
b) Public	178
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	6



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 March 31, 2019, 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		2588654	100.0000	2588654	0	100.0000	0.0000
	Poll	2588654						
	Postal Ballot (if applicable)							
	Total	2588654	2588654	100.0000	2588654	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		78096	2.6142	78096	0	100.0000	0.0000
	Poll	2987339	4377	0.1465	4377	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2987339	82473	2.7608	82473	0	100.0000	0.0000
Total		5575993	2671127	47.9041	2671127	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



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 ₹ 4.00 (i.e. 40%) per Equity Share of ₹ 10/- each for the financial year ended March 31, 2019.				
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		2588654	100.0000	2588654	0	100.0000	0.0000
	Poll	2588654						
	Postal Ballot (if applicable)							
	Total	2588654	2588654	100.0000	2588654	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		78096	2.6142	78096	0	100.0000	0.0000
	Poll	2987339	4377	0.1465	4377	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2987339	82473	2.7608	82473	0	100.0000	0.0000
Total		5575993	2671127	47.9041	2671127	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in the place of Mr. R. P. Bansal (DIN: 00232708), who retires by rotation and being eligible, offers himself for re-appointment.				
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		2588654	100.0000	2588654	0	100.0000	0.0000
	Poll	2588654						
	Postal Ballot (if applicable)							
	Total	2588654	2588654	100.0000	2588654	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		78096	2.6142	78096	0	100.0000	0.0000
	Poll	2987339	4377	0.1465	4377	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2987339	82473	2.7608	82473	0	100.0000	0.0000
Total		5575993	2671127	47.9041	2671127	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. A. Vijay Anand (DIN: 06431219), as an Independent Director 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		2588654	100.0000	2588654	0	100.0000	0.0000
	Poll	2588654						
	Postal Ballot (if applicable)							
	Total	2588654	2588654	100.0000	2588654	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		78096	2.6142	78096	0	100.0000	0.0000
	Poll	2987339	4377	0.1465	4377	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2987339	82473	2.7608	82473	0	100.0000	0.0000
Total		5575993	2671127	47.9041	2671127	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Dr. Shoba Ramakrishnan (DIN : 02773030) as an Independent Director 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		2588654	100.0000	2588654	0	100.0000	0.0000
	Poll	2588654						
	Postal Ballot (if applicable)							
	Total	2588654	2588654	100.0000	2588654	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		78096	2.6142	78096	0	100.0000	0.0000
	Poll	2987339	4377	0.1465	4377	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2987339	82473	2.7608	82473	0	100.0000	0.0000
Total		5575993	2671127	47.9041	2671127	0	100.0000	0.0000
Whether resolution is Pass or Not.								Yes



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 for the financial year 2018-19.				
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		2588654	100.0000	2588654	0	100.0000	0.0000
	Poll	2588654						
	Postal Ballot (if applicable)							
	Total	2588654	2588654	100.0000	2588654	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		78096	2.6142	78096	0	100.0000	0.0000
	Poll	2987339	4377	0.1465	4375	2	99.9543	0.0457
	Postal Ballot (if applicable)							
	Total	2987339	82473	2.7608	82471	2	99.9976	0.0024
Total		5575993	2671127	47.9041	2671125	2	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	





**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING &
PHYSICAL BALLOT**

FOR PONDY OXIDES AND CHEMICALS LIMITED

To,

**The Chairman,
24th Annual General Meeting (AGM) of the Shareholders of Pondy
Oxides and Chemicals Limited held on Wednesday, September 18, 2019
at 11:30 A.M. at Kasturi Srinivasan Hall (Mini Hall), Music Academy,
306, T.T.K. Road, Chennai - 600 014.**

**Sub: Passing of resolution through Remote Electronic Voting and
Physical Ballot conducted at the 24th AGM of Pondy Oxides and
Chemicals Limited (the Company) held on Wednesday, September 18,
2019.**

We, M/s. KSM Associates, Practicing Company Secretaries, Chennai, represented by Mr. Krishna Sharan Mishra having Membership No. 6447, CP No. 7039, have been appointed as Scrutinizer by the Board of Directors of Pondy Oxides and Chemicals Limited ("the Company") vide board resolution passed on August 12, 2019 for the purpose of scrutinizing e-voting (remote e-voting) and voting by use of ballot at the AGM in respect of the proposed resolutions placed at the 24th Annual General Meeting of the Company held on Wednesday, September 18, 2019 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, No.306, T.T.K. Road, Chennai - 600 014.

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 remote electronic voting to the shareholders of the Company from 9:00 a.m. on September 15, 2019 till 5:00 p.m. on September 17, 2019. 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 aforesaid 24th Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website <https://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 electronic means.

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Company Secretaries | Trade Marks Attorneys | Insolvency Professionals

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www.ksmassociates.net

Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting) and voting by use of ballots at the AGM} by the shareholders on the resolutions/matters proposed in the Notice of the 24th Annual General Meeting of the Company is the responsibility of the management of the Company. Our responsibility as a Scrutinizer is to ensure that the voting processes by remote e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render a Combined Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by CDSL and based on data compiled by Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company, for voting by use of ballots at the meeting.

The Cut-off date (record date) for the purposes of identifying the shareholders who would be entitled to vote on the resolutions placed for approval of the shareholders was September 11, 2019. As on that date, the Company had 12,807 (Twelve Thousand Eight Hundred and Seven) shareholders.

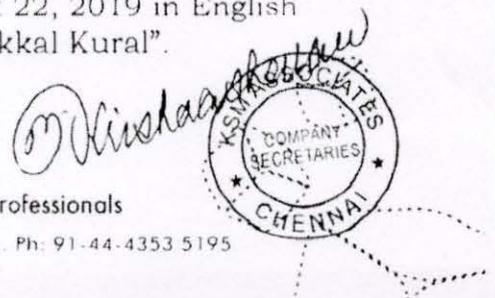
The Company had sent the Notices of the AGM by email to 10,337 (Ten Thousand Three Hundred and Thirty-Seven) shareholders whose email ids were made available by the shareholders themselves and by Post/Courier to 3,045 (Three Thousand and Forty-Five) shareholders. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

<http://poel.co.in/wp-content/uploads/2019/08/Annual-Report-2018-19.pdf>

The Notices sent (both through email and physical form) contained the detailed procedure 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 days from 9:00 A.M. on September 15, 2019 till 5:00 P.M. on September 17, 2019.

The Company also released an advertisement, which was published 21 days in advance of the date of the AGM, on Thursday, August 22, 2019 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".



At the end of the voting period on September 17, 2019 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On September 18, 2019 the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from CDSL website by us as a Scrutinizer in the presence of Mr. Nikhil R and Mr. Ravishankar P who are not in employment of the Company and acted as witnesses, as prescribed in sub rule 4 (xii) of the said rule 20.

At the 24th AGM of the Company, members present were allowed to cast their vote through ballot at the venue of the AGM. The ballot papers were distributed to the shareholders present at the venue. The shareholders casted their votes in the two ballot boxes kept at the convenient locations in the venue.

After announcement by the Chairman for voting through Physical Ballot, the boxes kept for voting were checked as empty and then locked in our presence with due identification marks placed by us. After completion of voting through Physical Ballot, the locked ballot box was opened in our presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company.

Provisions were made to treat those ballot papers which were incomplete and/or which were otherwise found defective, as invalid and keep the same separately. The votes cast through e-voting were considered as final in cases where member(s) have voted both in e-voting and by Physical Ballot at the AGM. The result of the e-Voting together with that of voting by use of Physical Ballot is as under:

(A) Consolidated

Number of Members/Folios who cast their votes	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolutions mentioned hereunder)
35 (through e-Voting)	2666750	Various as mentioned under each of the Resolutions
20 (by way of Physical Ballot at AGM)	4404	Various as mentioned under each of the Resolutions.

(B) Item-wise

Ordinary Business

Agenda No. 1:

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2019, the Board's Report and Auditor's Report thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2666750	-	-
Physical Ballot at AGM	4377	-	27
Total	2671127	-	27
Total - %	100	-	

Agenda No. 2:

To declare final dividend of Rs. 4.00 (i.e. 40%) per equity share of Rs. 10/- each for the financial year ended March 31, 2019

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2666750	-	-
Physical Ballot at AGM	4377	-	27
Total	2671127	-	27
Total - %	100	-	

Agenda No. 3:

To Appoint a Director in the Place of Mr. R P Bansal (DIN: 00232708), 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
E-voting	2666750	-	-
Physical Ballot at AGM	4377	-	27
Total	2671127	-	27
Total - %	100	-	

Special Business:

Agenda No. 4:

Appointment of Mr. A Vijay Anand, as Independent Director of the Company

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2666750	-	-
Physical Ballot at AGM	4377	-	27
Total	2671127	-	27
Total - %	100	-	

Agenda No. 5:

To re-appoint Dr. Shoba Ramakrishnan (DIN: 02773030), as an Independent Director of the Company.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2666750	-	-
Physical Ballot at AGM	4377	-	27
Total	2671127	-	27
Total - %	100	-	

Agenda No. 6:

To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19

Type of Resolution: Ordinary Resolution

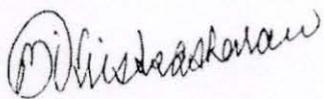
Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2666748	2	-
Physical Ballot at AGM	4377	-	27
Total	2671125	2	27
Total - %	100	-	

All the Resolutions/Matters indicated in the notice to the said AGM stand passed under e-Voting and Physical Ballot at the Annual General Meeting with the combined requisite majority.

We hereby confirm that we are maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting and all other papers including the physical ballot papers through which votes were casted by the shareholders of the Company at the said Annual General Meeting. We shall be arranging to hand over these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course, upon signing of the minutes of the aforesaid AGM as prescribed in rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours

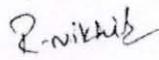
For **KSM Associates, Company Secretaries**



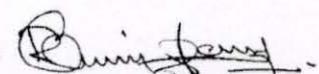
KRISHNA SHARAN MISHRA
Partner
FCS -6447; CP -7039



Place: Chennai
Date: September 19, 2019

Witness 1: 
Name : NIKHIL R
Address : 5-B Rainbow
Colony,
Keelkattalai
Chennai - 600117

Occupation : Service

Witness 2: 
Name : RAVI SHANKAR P
Address : NO:15, AMMAN HOSTEL
KATCHERY ROAD,
MYLAPORE, CHENNAI-04

Occupation : SERVICE

