

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

POCL:MD/2019-20

10 October 2019

The Manager-Listing

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.

Dear Sir,

Sub: Summary of the Proceedings of the NCLT Convened Meeting of the Equity Shareholders of Pondy Oxides and Chemicals Limited ('the Company') held on 10 October 2019

Ref: Scrip Code: 532626

Pursuant to the Order dated 09 August 2019 passed by the Hon'ble National Company Law Tribunal, Special Bench, Chennai, a meeting of the Equity Shareholders of the Company was held on Thursday, 10 October 2019 at 11:30 A.M. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, No. 306, T.T.K Road, Chennai – 600 014 to consider and approve the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders under Sections 230 to 232 of the Companies Act, 2013 ('the Act') and other applicable provisions of the Act and rules framed thereunder.

In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Act; (ii) Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD / DIL3 / CIR / 2017 / 21 dated March 10, 2017, as amended from time to time, issued by SEBI, the Company had provided the facility of voting by postal ballot and e-voting so as to enable the shareholders to consider and approve the Scheme. The Company had also provided the facility of ballot / polling paper at the venue of the meeting.

In connection with the same, please find enclosed herewith 'Summary of Proceedings' of the NCLT Convened Meeting as required under Regulation 30, Part A, para A (13) of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Kindly take the above information on record and confirm compliance.

Thanking you.
Yours faithfully,

For Pondy Oxides and Chemicals Limited



K Kumaravel
GM Finance & Company Secretary



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**SUMMARY OF THE PROCEEDINGS OF THE NCLT CONVENED MEETING OF
THE EQUITY SHAREHOLDERS OF PONDY OXIDES AND CHEMICALS LIMITED
HELD ON 10 OCTOBER 2019**

The Hon'ble National Company Law Tribunal, Special Bench, Chennai ("NCLT") convened meeting of the equity shareholders of Pondy Oxides and Chemicals Limited ("the Company") was held on 10 October 2019 at 11.30 A.M at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, TTK Road, Chennai – 600 014 ("the Meeting").

The Meeting commenced at 11.30 A.M with Mr. Anil Kumar Bansal, Chairman occupying the chair. The Chairman introduced Mr. K. Kumaravel, GM Finance and Company Secretary sitting on the dais. He welcomed the shareholders and declared that the quorum was present and called the meeting to order.

The Chairman informed the shareholders that pursuant to the Order dated 09 August 2019 passed by the NCLT ("the Order"), the Meeting of the Company is convened to consider and approve the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors ("the Scheme").

The Chairman, with the permission of the members present took the notice convening the Meeting along with the explanatory statement under Section 102 of the Companies Act, 2013 as read. The said notice and the explanatory statement, and other annexures, referred in the Index of the Notice have been sent / dispatched through e-mail on 05 September 2019 and through speed post / courier on 06 September 2019.

The Chairman delivered his speech. The Chairman then invited the members, who wished to ask questions or queries if any, on the Scheme. Few shareholders raised certain queries to which a detailed reply was provided.

It was then informed that the Company had arranged for voting through Ballot / Polling Paper on the resolution to be passed at the Meeting.

Mr. Krishna Sharan Mishra, Practicing Company Secretary representing M/s. KSM Associates had been appointed as the Scrutinizer for scrutinizing the votes and validating the results of the meeting in a fair and transparent manner.

The shareholders present at the meeting then exercised their vote through Ballot / Polling paper for the business mentioned in the Notice.





The following item of business, as per the notice dated 26 August 2019 was transacted at the meeting:

S. No.	Details of Agenda	Resolution Required
1.	Approval of the Scheme of Amalgamation of Meloy Metals Private Limited with Pandy Oxides and Chemicals Limited and their respective shareholders and creditors	Majority in number representing three – fourths in value

It was informed to the shareholders that the combined results of postal ballot, remote e-voting and poll along with the report of the scrutinizer will be placed on the website of the Company and on the website of CDSL within 48 hours from the conclusion of the Meeting. He informed that the same will also be intimated to BSE Limited.

The Chairman along with the Board Members thanked the shareholders for attending the meeting and declared the meeting as closed at 12:00 noon.

For Pandy Oxides and Chemicals Limited

K Kumaravel
GM Finance & Company Secretary