

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

POCL:MD:2019-20

October 11, 2019

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

Dear Sir,

Sub: Details of the voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 on the resolutions passed at the meetings of the Equity Shareholders and Creditors of Pondy Oxides and Chemicals Limited (“the Company”) convened by the Hon’ble National Company Law Tribunal, Special Bench, Chennai

Ref: Script code 532626

We hereby inform the exchange that the meeting of the Equity Shareholders was held on Thursday, the 10th of October 2019 and the meetings of the Secured and Unsecured Creditors were held on Friday the 11th of October 2019 for considering and approving the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective Shareholders and Creditors (“the Scheme”), pursuant to the order of the Hon’ble National Company Law Tribunal, Special Bench, Chennai (“NCLT”).

Further, pursuant to the provisions of Section 230 and Section 108 of the Companies Act 2013, read with Rule 6(3)(xi) of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules 2014 and the Securities and Exchange Board of India Circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 (“SEBI Circular”), the Company has provided the facility of e-voting, postal ballot and poll to its equity shareholders for approval of the Scheme.

The proposed resolution approving the scheme was passed with requisite majority by the Equity shareholders of the Company (including public shareholders) and by the Secured and the Unsecured Creditors of the Company as required by the NCLT order and SEBI Circular.



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

Ph. : +91 - 44 - 4296 5454, Fax : +91 - 44 - 4296 5455

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

CIN No. : L24294TN1995PLC030586

GSTIN : 33AAACP5102D4Z4

In this regard we are submitting the following for your information and records.

- i) Voting results of the meeting of the Equity Shareholders of the Company
- ii) Scrutinizer's report of the meeting of the Equity Shareholders
- iii) Scrutinizer's report of the meeting of the Secured Creditors
- iv) Scrutinizer's report of the meeting of the Unsecured Creditors

The above records are also being uploaded on the company's website.

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.

Voting Results

Date of Court convened Meeting		10th October 2019						
Total number of shareholders on record date		12858						
No. of Shareholders present in the meeting either in Person or through Proxy								
Promoter and Promoter Group		3						
Public		59						
No. of Shareholders attended the meeting through Video Conferencing								
Promoter and Promoter Group		0						
Public		0						
Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are		Yes						
Description of resolution considered		To consider and approve the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and its respective Shareholders and Creditors						
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	0	0.0000	0	0	0	0
	Postal Ballot (		0	0.0000	0	0	0	0
	Total	2588654	2588654	100.0000	2588654	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 (		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		191636	6.4149	191476	160	99.9165	0.0835
	Poll	2987339	392	0.0131	391	1	99.7449	0.2551
	Postal Ballot (		1075	0.0360	1075	0	100.0000	0.0000
	Total	2987339	193103	6.4640	192942	161	99.9166	0.0834
Total	Total	5575993	2781757	49.8881	2781596	161	99.9942	0.0058





CONSOLIDATED REPORT OF SCRUTINIZER

(FOR THE MEETING OF EQUITY SHAREHOLDERS OF PONDY OXIDES AND CHEMICALS LIMITED CONVENED PURSUANT TO ORDER DATED 09TH AUGUST 2019 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, SPECIAL BENCH, CHENNAI IN CA/800-801/CAA/ 2019)

To,
Mr. Anil Kumar Bansal
Chairman of the Meeting
4th Floor, KRM Centre, No. 2, Harrington Road, Chetpet,
Chennai - 600031, Tamil Nadu

Subject: Our Consolidated Report on postal ballot, remote e-voting and voting by way of poll at the meeting of the equity shareholders of Pondy Oxides and Chemicals Limited held on Thursday, 10 October 2019 at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K Road, Chennai - 600 014, Tamil Nadu pursuant to the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors.

Dear Sir,

I, Krishna Sharan Mishra, Practicing Company Secretary, representing KSM Associates, Company Secretaries have been appointed as the Scrutinizer for the purpose of scrutinizing the postal ballot forms received from the equity shareholders, remote e-voting and voting conducted through poll at the meeting of the equity shareholders of Pondy Oxides and Chemicals Limited (**'the Transferee Company'** or **'the Company'**), convened pursuant to order dated 09th August 2019 of the Hon'ble National Company Law Tribunal, (**'NCLT'** or **'the Tribunal'**) Special Bench, Chennai (in CA/800-801/CAA/2019), held on Thursday, 10 October 2019 at 11:30 A.M. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K Road, Chennai - 600 014 (**'the Meeting'**) in a fair and transparent manner and for seeking the approval at the Meeting of the equity shareholders of the Transferee Company for the proposed Scheme of Amalgamation of Meloy Metals Private Limited with the Transferee Company and their respective shareholders and creditors (**'the Scheme'**) under sections 230 to 232 of the Companies Act, 2013 (**'the Act'**) on the below mentioned resolution (as contained in the notice dated 26th August 2019).

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; any other applicable rules and / or regulations (including any statutory modification or re-enactment thereof); and the relevant provisions of the Memorandum of Association




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and the Articles of Association of Pondy Oxides and Chemicals Limited ("the Company") and subject to the approval of the Hon'ble National Company Law Tribunal ("the NCLT") or such regulatory / government authority as may be applicable and such other approvals / permissions / exemptions as may be required under applicable laws, regulations, listing regulations and guidelines issued by the regulatory authorities, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved.

RESOLVED FURTHER that the Board of Directors of the Company and any person(s) nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme of Amalgamation and this resolution and to accept such additions, alterations, amendments, rectifications and changes in the said Scheme and other documents related thereto, at any stage as may be expedient or necessary in this regard."

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the NCLT Order dated 09th August 2019 ("the Order"), in relation to exercising of voting rights through postal ballot, remote e-voting and poll conducted at the Meeting.

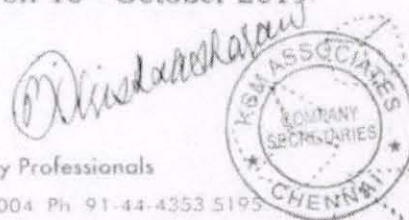
Responsibility of the Scrutinizer

My responsibility as Scrutinizer for the postal ballot, e-voting and poll conducted at the meeting is restricted to the preparation of the Scrutinizer's Report of the votes cast as "assent" or "dissent" / "for" or "against" the resolution as set out in the Notice of the Meeting dated 26th August 2019, in a fair and transparent manner, based on the following:

- Reports generated from the Electronic Voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged by the company, to provide voting through electronic means (i.e. remote e-voting);
- Postal ballot forms received up to 5.00 P.M. on Wednesday, 9th October 2019; and
- Poll conducted at the Meeting through ballot paper on 10th October 2019.

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I do hereby submit my report as under:

1. The notice dated 26th August 2019 (**'the Notice'**) of the Meeting to the equity shareholders of the Transferee Company along with the explanatory statement, under section 230(3) and Section 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**'the Rules'**) and other enclosures including the Scheme, form of proxy, attendance slip, postal ballot form, etc. were sent to the all equity shareholders, whose names appeared in the register as on 23rd August 2019, by speed post / courier / e-mail. The notices to 9573 equity shareholders were sent through email on 05th September 2019. Further, notices to 251 and 3,260 equity shareholders were sent through speed post and courier, respectively, on 06 September 2019.
2. The Transferee Company had also published newspaper advertisements (in the prescribed form) with respect to the Meeting of the equity shareholders of the Transferee Company in two newspapers viz. "The Business Standard, Chennai Edition (English)" and "Malai Chudur, Chennai Edition (Tamil)", both having wide circulation in the state of Tamil Nadu, on 06th September 2019.
3. The equity shareholders of the Transferee Company entitled to attend and vote at the Meeting, had an option to vote by way of postal ballot or vote in person or by proxy, or through authorized representative (duly supported by authorization) in case the equity shareholder was a body corporate.
4. In terms of the Order passed by the Tribunal, the quorum for Meeting was fixed at **50**. Further, it was directed that in case the prescribed quorum was not there at the designated time when the Meeting is called, the Meeting would be adjourned by half an hour, and thereafter, the person's / equity shareholders present for voting would be deemed to constitute the quorum.
5. The equity shareholders meeting commenced at 11.30 AM on 10th October 2019 at the venue.
6. Equity shareholders present in person (including proxies and authorized representatives) casted their votes in the ballot box.
7. The remote e-voting commenced on Tuesday, 10th September 2019 at 9:00 A.M. and closed on Wednesday, 9th October 2019 at 5:00 P.M.





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8. I have been provided by CDSL, the list of shareholders who have voted at the remote e-voting facility, so as to ensure that voting at the venue of the Tribunal convened meeting is exercised only by those shareholders / proxies who have not voted using the remote e-voting facility.
9. I have relied on information provided by Cameo Corporate Services Limited, the Registrar and Share Transfer Agent ("RTA") of the Company in relation to details regarding number of shares held and signatures of shareholders.
10. The e-voting module of CDSL was disabled on Wednesday, 09th October 2019 at 5.00 P.M. and I, Scrutinizer, unblocked the remote e-voting results on CDSL's e-voting platform on 9th October 2019 at 5.00 P.M. in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 and downloaded the results, after the appointed time.
11. The Postal Ballot forms received upto 5.00 P.M. on Wednesday, 9th October 2019 and voting conducted through Poll at the meeting held on Thursday, 10th October 2019, were considered valid for scrutiny. The Postal Ballot Forms which were incomplete, and which were otherwise found defective, have been treated as invalid and kept separately. 15 postal ballot forms were received out of which 14 postal ballot forms were received till the said closing time.
12. Before announcement of the poll by the Chairperson, two ballot boxes kept for polling were locked in my presence with due identification mark placed by me.
13. The locked ballot boxes were subsequently opened after the closing of poll in my presence along with two witnesses who were not employees of the Transferee Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the RTA / Transferee Company and authorization / proxies lodged with the Transferee Company.
14. Based on the information provided by Cameo and on my scrutiny, I found 4 poll papers invalid.
15. The Consolidated Report on the result of e-voting, postal ballot and voting through poll at the Meeting held on 10th October 2019, in respect of the said resolution is as under:

Chintha Lakshmi

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Resolution:

Approval of the Scheme of Amalgamation of Meloy Metals Private Limited (Transferor Company) with Pondy Oxides and Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors ('the Scheme').

Particulars	Number of members	Number of shares voted on
Votes cast by way of e-voting	59	27,80,290
Votes cast by way of postal ballot	15	1,090
Votes cast by way of poll	26	396
Total votes cast	100	27,81,776
Less: Rejection of votes cast by way of postal ballot being invalid	1	15
Less: Rejection of votes cast by way of poll being invalid	4	4
Total valid votes cast by way of e-voting, postal ballot and poll	95	27,81,757

A. Valid votes IN FAVOR of the resolution:

Voting description	No. of members who voted	No. of shares for which valid votes were cast	% of total number of valid votes cast
Remote e-voting	58	27,80,130	99.94%
Voting through postal ballot	14	1075	0.04%
Poll taken at the venue of the meeting through ballot papers	21	391	0.01%
Total (A)	93	27,81,596	99.99%

B. Valid votes AGAINST the resolution:

Voting description	No. of members who voted	No. of shares for which valid votes were cast	% of total number of valid votes cast
Remote e-voting	1	160	0.01%
Voting through postal ballot	NIL	NIL	-
Poll taken at the venue of the meeting through ballot papers	1	1	-
Total (B)	2	161	0.01%

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C. Invalid votes:

Voting description	No. of members who voted	No. of shares for which valid votes were cast	% of total number of valid votes cast
Voting through postal ballot	1	15	-
Poll taken at the venue of the meeting through ballot papers	4	4	-
Total	5	19	-

D. Abstained votes

There were no abstained votes through remote e-voting, postal ballot and voting through poll at the meeting.

Pursuant to Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the resolution as set out in the Notice of the Meeting is subject to approval of the majority of votes cast by Public Shareholders of the Company. Accordingly, my report on the result of e-voting in respect of the approval of the majority of votes cast by Public Shareholders on the aforesaid resolution is as under:

Particulars	Number of shares held	Number of votes casted	Number of votes in favor	Number of votes against
Total votes cast by way of e-voting	27,80,290	27,80,290	27,80,130	160
Less: Votes cast by promoters	25,88,654	25,88,654	25,88,654	NIL
Total votes cast by public shareholders	1,91,636	1,91,636	1,91,636	160

16. **Details of scrutiny carried out in respect of the Voting:**

- a) With respect to corporate equity shareholders - Board Resolution authorizing a natural person to vote at a general meeting of the company, have been provided.
- b) With respect to Postal Ballot and Voting through Poll at the meeting, I have relied on information provided by Cameo Corporate Services

M. S. Sathyanarayanan





Limited, RTA of the Company in relation to details regarding number of shares held and signatures of shareholders.

- c) Votes cast in e-voting and postal ballot and / or poll by the same equity shareholders have been considered as invalid and only the votes cast in e-voting are taken into account in respect of such equity shareholders. Further, votes cast in postal ballot and poll by the same equity shareholders have been considered as invalid and only the votes cast in postal ballot are taken into account in respect of such equity shareholders

17. I hereby confirm that I am 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 Tribunal Convened Meeting. I will be arranging to hand over these records to the Chairman of the meeting, upon signing of the minutes of the aforesaid Tribunal Convened Meeting as prescribed in rule 22 of the Companies (Management and Administration) Rules, 2014.

Thanking you.

Yours faithfully,

For **KSM Associates | Company Secretaries**

KRISHNA SHARAN MISHRA
Partner
FCS -6447; CP -7039



Place: Chennai

Date: 11.10.2019

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Witness 1:

Name : S. Jharthikeyan
Address : w.25 Kondithope Police
Quater, Chennai - 21

Occupation : Service

Witness 2:

Name : R NIKHIL
Address : 5B RAINBOW COLONY
KEELKATTALAI
CHENNAI - 117

Occupation : SERVICE

Countersigned by:
For Pandy Oxides and Chemicals Limited

Mr. Anil Bansal
(Chairperson appointed for the meeting of the
Equity Shareholders of the Transferee Company)

Place: Chennai
Date: 11/10/19



CONSOLIDATED REPORT OF SCRUTINIZER

(FOR THE MEETING OF SECURED CREDITORS OF PONDY OXIDES AND CHEMICALS LIMITED CONVENED PURSUANT TO ORDER DATED 09TH AUGUST 2019 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, SPECIAL BENCH, CHENNAI IN CA/800-801/CAA/ 2019)

To,

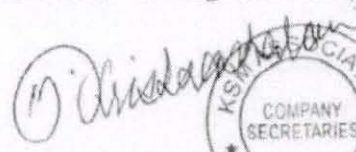

Mr. Anil Kumar Bansal
Chairman of the Meeting
4th Floor, KRM Centre, No. 2, Harrington Road,
Chetpet, Chennai - 600031, Tamil Nadu

Subject: Consolidated Report of Scrutinizer on postal ballot and voting by way of poll at the meeting of the secured creditors of Pondy Oxides and Chemicals Limited held on Friday, 11th October 2019 at 4th Floor, KRM Centre, No. 2, Harrington Road, Chetpet, Chennai - 600031, Tamil Nadu pursuant to the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors.

Dear Sir,

I, Krishna Sharan Mishra, Practicing Company Secretary, representing KSM Associates, Company Secretaries have been appointed as the Scrutinizer for the purpose of scrutinizing the postal ballot forms received from the secured creditors and voting conducted through poll at the meeting of the secured creditors of Pondy Oxides and Chemicals Limited (**'Transferee Company'**) held on Friday, 11th October 2019 at 11:30 A.M. at 4th Floor, KRM Centre, No. 2, Harrington Road, Chetpet, Chennai - 600031, Tamil Nadu (**'the Meeting'**) in a fair and transparent manner and for seeking the approval at the Meeting of the secured creditors of the Transferee Company for the proposed Scheme of Amalgamation of the Transferor Company with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors (**'the Scheme'**) under sections 230 to 232 of the Companies Act, 2013 (**'the Act'**) on the below mentioned resolution (as contained in the notice dated 26th August 2019):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; any other applicable rules and / or regulations (including any

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statutory modification or re-enactment thereof); and the relevant provisions of the Memorandum of Association and the Articles of Association of Pondy Oxides and Chemicals Limited ("the Company") and subject to the approval of the Hon'ble National Company Law Tribunal ("the NCLT") or such regulatory / government authority as may be applicable and such other approvals / permissions/exemptions as may be required under applicable laws, regulations, listing regulations and guidelines issued by the regulatory authorities, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved.

RESOLVED FURTHER that the Board of Directors of the Company and any person(s) nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme of Amalgamation and this resolution and to accept such additions, alterations, amendments, rectifications and changes in the said Scheme and other documents related thereto, at any stage as may be expedient or necessary in this regard."

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, the rules made thereunder, and the Order dated 09th August 2019 ('the Order') of the Hon'ble National Company Law Tribunal, Special Bench, Chennai ('the Tribunal'), in relation to exercising of voting rights through postal ballot and poll conducted at the Meeting.

Responsibility of the Scrutinizer

My responsibility as Scrutinizer for the postal ballot and poll conducted at the meeting is restricted to the preparation of the Scrutinizers Report of the votes cast as "assent" or "dissent" / "for" or "against" the resolution as set out in the Notice of the Meeting dated 26th August 2019, in a fair and transparent manner by way of postal ballot forms received up to 5.00 P. M. on Thursday, 10th October 2019 and the poll conducted at the Meeting.




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I do hereby submit my report as under:

1. The notice dated 26th August 2019 (**'the Notice'**) of the Meeting to the secured creditors of the Transferee Company along with the explanatory statement, under section 230(3) and Section 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**'the Rules'**) and other enclosures including the Scheme, form of proxy, attendance slip, postal ballot form etc. were sent to the 6 secured creditors as on 30th June 2019, by e-mail on 5th September 2019.
2. The secured creditors of the Transferee Company entitled to attend and vote at the Meeting, had an option to vote by way of postal ballot or vote in person or by proxy, or through authorized representative (duly supported by authorization).
3. In terms of the Order passed by the Tribunal, the quorum for Meeting was fixed at **2 (Two)**. Further, it was directed that in case the prescribed quorum was not there at the designated time when the Meeting is called, the Meeting would be adjourned by half an hour, and thereafter, the person's/secured creditors present for voting would be deemed to constitute the quorum.
4. The secured creditors meeting commenced at 11.30 AM on 11th October 2019 at the venue with the requisite quorum being present.
5. Secured creditors present in person (including proxies and authorized representatives) casted their votes in the ballot box.
6. The postal ballot forms received up to 5:00 P.M. on Thursday, 10th October 2019 and voting conducted through Poll at the meeting held on Friday, 11th October 2019, were to be considered valid for scrutiny. However, no postal ballot forms were received till the said closing time.
7. Before announcement of the poll by the Chairperson, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
8. The locked ballot box was subsequently opened after the closing of poll in my presence along with two witnesses who were not employees of the Transferee Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Transferee Company and authorization / proxies lodged with the Transferee Company.



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9. I did not find any poll papers invalid.
10. The Consolidated Report on the result of postal ballot and voting through poll at the Meeting held on 11th October 2019, in respect of the said resolution is as under:

Resolution:

Approval of the Scheme of Amalgamation of Meloy Metals Private Limited (Transferor Company) with Pandy Oxides and Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors ('the Scheme').

Number of secured creditors who voted by way of postal ballot	0			
Number of secured creditors who voted by way of ballot papers	3			
Number of secured creditors who attended the Meeting (in person):	0			
Number of Authorized Representatives who attended the Meeting	3			
Number of Proxies who attended the Meeting:	0			
Total Number of secured creditors/ Authorized Representatives/Proxies attended the Meeting:	3			
Total Voting Power (in value) of secured creditors / Authorized Representative / Proxies attended the Meeting.	52,71,66,847/-			
Ballot papers issued at the venue	3			
Ballot papers received at the venue	3			
Summary of Voting:	Number	% Number	Value	% Value
a. Votes cast by way of postal ballot	0	0	0	0
b. Votes cast by way of ballot paper at the venue of the meeting	3	100 %	52,71,66,847	100%
c. No. of secured creditors / Authorized Representative /	3	100 %	52,71,66,847	100%

M. Srinivasan

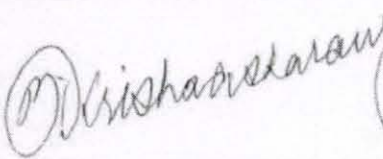


proxies who voted FOR the resolution.				
d. No. of secured creditors / Authorized Representative / proxies who voted AGAINST the resolution.	0	0	0	0
e. Total no. of secured creditors (including Authorized Representative/ Proxies) who have cast valid votes	3	100 %	52,71,66,847	100%
f. No. of secured creditors/ Authorized Representative / Proxies whose votes were found invalid.	0	0	0	0
g. No. of secured creditors who abstained from voting, if any.	0	0	0	0

11. I hereby confirm that I am maintaining the records, papers, in respect of the votes cast through physical ballot papers through which votes were casted by the secured creditors of the Company at the said Tribunal Convened Meeting. I will be arranging to hand over these records to the Chairman of the meeting, upon signing of the minutes of the aforesaid Tribunal Convened Meeting as prescribed in rule 22 of the Companies (Management and Administration) Rules, 2014.

Thanking you.

Yours faithfully,

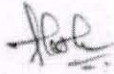
For **KSM Associates | Company Secretaries**

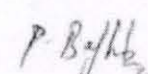
 

KRISHNA SHARAN MISHRA
Partner
FCS -6447; CP -7039

Place: Chennai
Date: 11th October 2019

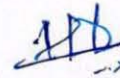


Witness 1: 
Name : **AKSHAY**
Address : Flat No. 203, 3rd Floor,
Tower 22, North Town,
No. 4-7, Stephenson Road
Perambur, Chennai - 12
Occupation : **SERVICE**

Witness 2: 
Name : **BATHRINATH P**
Address : **NO. 64, SAMAPITAS NAJIP,**
TIRUVANANTHAPURAM - 602001
Occupation : **SERVICE**

Countersigned by:

For Pondy Oxides and Chemicals Limited



Mr. Anil Kumar Bansal
(Chairman appointed for the meeting
of the Transferee Company)

Place: Chennai
Date: 11/10/2019





CONSOLIDATED REPORT OF SCRUTINIZER

(FOR THE MEETING OF UNSECURED CREDITORS OF PONDY OXIDES AND CHEMICALS LIMITED CONVENED PURSUANT TO ORDER DATED 09TH AUGUST 2019 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, SPECIAL BENCH, CHENNAI IN CA/800-801/CAA/ 2019)

To,

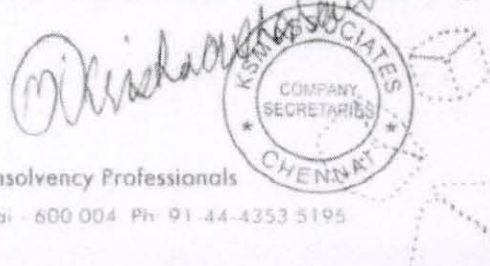
Mr. Anil Kumar Bansal
Chairman of the Meeting
4th Floor, KRM Centre, No. 2, Harrington Road,
Chetpet, Chennai - 600031, Tamil Nadu

Subject: Consolidated Report of Scrutinizer on postal ballot and voting by way of poll at the meeting of the unsecured creditors of Pondy Oxides and Chemicals Limited held on Friday, 11th October 2019 at 4th Floor, KRM Centre, No. 2, Harrington Road, Chetpet, Chennai - 600031, Tamil Nadu pursuant to the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors.

Dear Sir,

I, Krishna Sharan Mishra, Practicing Company Secretary, representing KSM Associates, Company Secretaries have been appointed as the Scrutinizer for the purpose of scrutinizing the postal ballot forms received from the unsecured creditors and voting conducted through poll at the meeting of the unsecured creditors of Pondy Oxides and Chemicals Limited (**'Transferee Company'**) convened to be held on Friday, 11th October 2019 at 2.30 PM, having been adjourned to 3:00 P.M., at 4th Floor, KRM Centre, No. 2, Harrington Road, Chetpet, Chennai - 600031, Tamil Nadu (**'the Meeting'**) in a fair and transparent manner and for seeking the approval at the Meeting of the unsecured creditors of the Transferee Company for the proposed Scheme of Amalgamation of the Transferor Company with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors (**'the Scheme'**) under sections 230 to 232 of the Companies Act, 2013 (**'the Act'**) on the below mentioned resolution (as contained in the notice dated 26th August 2019):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; any other applicable rules and / or regulations (including any statutory modification or re-enactment thereof); and the relevant provisions of



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the Memorandum of Association and the Articles of Association of Pondy Oxides and Chemicals Limited ("the Company") and subject to the approval of the Hon'ble National Company Law Tribunal ("the NCLT") or such regulatory / government authority as may be applicable and such other approvals / permissions / exemptions as may be required under applicable laws, regulations, listing regulations and guidelines issued by the regulatory authorities, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, of the Company, the Scheme of Amalgamation of Meloy Metals Private Limited with Pondy Oxides and Chemicals Limited and their respective shareholders and creditors, placed before this meeting, be and is hereby approved.

RESOLVED FURTHER that the Board of Directors of the Company and any person(s) nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme of Amalgamation and this resolution and to accept such additions, alterations, amendments, rectifications and changes in the said Scheme and other documents related thereto, at any stage as may be expedient or necessary in this regard."

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, the rules made thereunder, and the Order dated 09th August 2019 (**'the Order'**) of the Hon'ble National Company Law Tribunal, Special Bench, Chennai (**'the Tribunal'**), in relation to exercising of voting rights through postal ballot and poll conducted at the Meeting.

Responsibility of the Scrutinizer

My responsibility as Scrutinizer for the postal ballot and poll conducted at the meeting is restricted to the preparation of the Scrutinizers Report of the votes cast as "assent" or "dissent" / "for" or "against" the resolution as set out in the Notice of the Meeting dated 26th August 2019, in a fair and transparent manner by way of postal ballot forms received up to 5.00 P. M. on Thursday, 10th October 2019 and the poll conducted at the Meeting

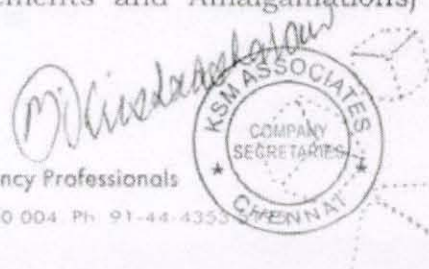
I do hereby submit my report as under:

1. The notice dated 26th August 2019 (**'the Notice'**) of the Meeting to the unsecured creditors of the Transferee Company along with the explanatory statement, under section 230(3) and Section 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations)

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Rules, 2016 ('the Rules') and other enclosures including the Scheme, form of proxy, attendance slip, postal ballot form etc. were sent to the 96 unsecured creditors, as on 30th June 2019, by e-mail on 5th September 2019. Notices to 3 unsecured creditors, as on 30th June 2019, were sent through courier on 6th September 2019.

2. The unsecured creditors of the Transferee Company entitled to attend and vote at the Meeting, had an option to vote by way of postal ballot or vote in person or by proxy, or through authorized representative (duly supported by authorization).
3. In terms of the Order passed by the Tribunal, the quorum for Meeting was fixed at **15 (Fifteen)**. Further, it was directed that in case the prescribed quorum was not there at the designated time when the Meeting is called, the Meeting would be adjourned by half an hour, and thereafter, the person's/unsecured creditors present for voting would be deemed to constitute the quorum.
4. The unsecured creditors meeting scheduled to be commenced at 2.30 PM on 11th October 2019 at the venue was adjourned for half an hour due to lack of quorum. After the said half an hour, the creditors present formed the quorum in accordance with the Order. Accordingly, the meeting of the unsecured creditors commenced at 3.00 P.M. with the requisite quorum being present.
5. Unsecured creditors present in person (including proxies and authorized representatives) casted their votes in the ballot box.
6. The postal ballot forms received up to 5:00 P.M. on Thursday, 10th October 2019 and voting conducted through Poll at the meeting held on Friday, 11th October 2019, were to be considered valid for scrutiny. However, no postal ballot forms were received till the said closing time.
7. Before announcement of the poll by the Chairperson, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
8. The locked ballot box was subsequently opened after the closing of poll in my presence along with two witnesses who were not employees of the Transferee Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Transferee Company and authorization / proxies lodged with the Transferee Company.

M. Vinod Kumar


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9. I did not find any poll papers invalid.
10. The Consolidated Report on the result of postal ballot and voting through poll at the Meeting held on 11th October 2019, in respect of the said resolution is as under:

Resolution:

Approval of the Scheme of Amalgamation of Meloy Metals Private Limited (Transferor Company) with Pandy Oxides and Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors ('the Scheme').

Number of unsecured creditors who voted by way of postal ballot	0			
Number of unsecured creditors who voted by way of ballot papers	13			
Number of unsecured creditors who attended the Meeting (in person):	0			
Number of Authorized Representatives who attended the Meeting	13			
Number of Proxies who attended the Meeting:	0			
Total Number of unsecured creditors/ Authorized Representatives/Proxies attended the Meeting:	13			
Total Voting Power (in value) of unsecured creditors / Authorized Representative / Proxies attended the Meeting.	1,43,61,728/-			
Ballot papers issued at the venue	13			
Ballot papers received at the venue	13			
Summary of Voting:	Number	% Number	Value	% Value
a. Votes cast by way of postal ballot	0	0	0	0
b. Votes cast by way of ballot paper at the venue of the meeting	13	100 %	1,43,61,728	100%
c. No. of unsecured creditors / Authorized Representative /	12	100 %	1,43,47,846	100%

Dividya



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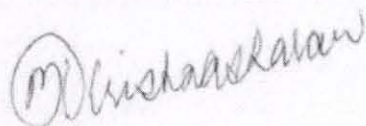
proxies who voted FOR the resolution.				
d. No. of unsecured creditors / Authorized Representative / proxies who voted AGAINST the resolution.	0	0	0	0
e. Total no. of unsecured creditors (including Authorized Representative/ Proxies) who have cast valid votes	12	100 %	1,43,47,846	100%
f. No. of unsecured creditors/ Authorized Representative / Proxies whose votes were found invalid.	1	-	13,882	-
g. No. of unsecured creditors who abstained from voting, if any.	0	0	0	0

11. I hereby confirm that I am maintaining the records, papers, in respect of the votes cast through physical ballot papers through which votes were casted by the unsecured creditors of the Company at the said Tribunal Convened Meeting. I will be arranging to hand over these records to the Chairman of the meeting, upon signing of the minutes of the aforesaid Tribunal Convened Meeting as prescribed in rule 22 of the Companies (Management and Administration) Rules, 2014.

Thanking you.

Yours faithfully,

For **KSM Associates | Company Secretaries**



KRISHNA SHARAN MISHRA
Partner
FCS -6447; CP -7039



Place: Chennai


Date: 11th October 2019

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Witness 1: 

Name : ARSHAY
Address : Flat No. 303, 3rd Floor,
Tower 22, North Town,
No. 4-7, Stephenson Road,
Pecambur, Chennai- 12

Occupation : SERVICE

Witness 2: P. B. J. L. L.

Name : BATHRINATH P
Address : NO. 64, SAMARIVAS NAGAR,
TIRUVALLUR-602001

Occupation : SERVICE

Countersigned by:

For Pondy Oxides and Chemicals Limited



Mr. Anil Kumar Bansal
(Chairman appointed for the meeting
of the Transferee Company)

Place: Chennai

Date: 11/10/2019

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