

SCRUTINIZER'S REPORT ON E-VOTING
(carried out for M/S PONDY OXIDES AND CHEMICALS LIMITED)

To,
The Chairman,
19th Annual General Meeting of the Equity Shareholders of M/s. Pondy Oxides and Chemicals Ltd held on 12th September, 2014 at 12.15 P.M at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of M/s. Pondy Oxides and Chemicals Ltd (hereinafter referred to as the "Company") on 28th May, 2014, I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I state that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

The Company has appointed Central Depository Securities Ltd., (hereinafter "CDSL") as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the 19th Annual General Meeting of the Company, which is scheduled to be held on Friday, 12th September, 2014 at 12.15 P.M at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai – 600 014.

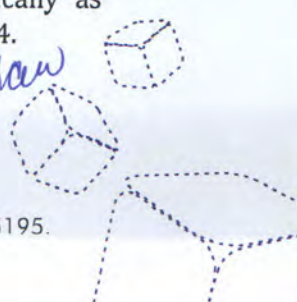
The Service Provider accordingly had set up e-Voting facility on their website <https://www.evotingindia.com/>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was 25th day of July, 2014. As on that date, the Company had 7,868 (Seven Thousand Eight Hundred and Sixty Eight) shareholders.

The Company had sent the Notices of AGM by email to 3,480 (Three Thousand Four Hundred and Eighty) shareholders whose email Ids were made available by the shareholders themselves. Further, 4,388 (Four Thousand Three Hundred and Eighty Eight) shareholders were sent physical notices by Registered Post. The Shareholders were given access to the Notice electronically by following the URL link

<http://www.pocl.co.in/reports/Annual%20Report%20%20-%202013-2014.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 9:30 A.M on 4th September, 2014 to 6:00 P.M on 6th September, 2014.

At the end of the voting period on 6th September, 2014 at 6.00 P.M., the voting portal of the Service Provider was blocked forthwith. On the same day the votes cast through e-Voting facility were duly unblocked and results were downloaded from CSDL website by me as a Scrutinizer in the presence of Mr. Vishal A Goswami and Mr. R. Subramaniam who are not in employment of the Company and acted as witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

I have scrutinized and reviewed the e-voting based on the data downloaded from the website of CDSL and as the Scrutinizer, the report of the e-Voting carried out by the shareholders was duly compiled. The details of which are as follows:

There are in all 45 shareholders holding 65,47,945 (Sixty Five lakhs forty seven thousand nine hundred and forty five) equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

(A) As an Ordinary Resolution- Item No. 1

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014 and Statement of Profit and Loss for the year ended 31st March 2014 together with notes thereto, the Auditors Report and Directors' Report thereon

	Number of members Voting	Number of Votes cast by them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



(B) As an Ordinary Resolution- Item No. 2

To declare Dividend on Equity Shares for the financial year ended 31st March 2014.

	Number of members Voting	Number of Votes cast by them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(C) As an Ordinary Resolution- Item No. 3

To appoint a Director in the place of Sri. Sunil Kumar Bansal (DIN: 00232617), who retires by rotation and being eligible, offers himself for reappointment.

	Number of members voting	Number of Votes cast by them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



(D) As an Ordinary Resolution- Item No. 4

To appoint a Director in the place of Sri.Devakar Bansal (DIN: 00232565), who retires by rotation and being eligible, offers himself for reappointment.

	Number of members voting	Number of Votes cast by Them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(E) As an Ordinary Resolution- Item No. 5

To appoint Statutory Auditors and fix their remuneration.

	Number of members voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



(F) As a Ordinary Resolution- Item No. 6

Appointment of Sri.D.P. Venkataraman as an Independent Director

	Number of members voting	Number of Votes cast by Them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(G) As an Ordinary Resolution- Item No. 7

Appointment of Sri. Anil Kumar Sachdev as an Independent Director

	Number of members voting	Number of Votes cast by them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



(H) As an Ordinary Resolution- Item No. 8

Appointment of Sri.Harish Kumar Lohia as an Independent Director.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by Them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(I) As an Ordinary Resolution- Item No. 9

Appointment of Sri.P.N. Sridharan as an Independent Director.

	Number of members voting	Number of Votes cast by them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



(J) As an Special Resolution- Item No. 10

Increase in borrowing powers.

	Number of members voting	Number of Votes cast by Them	%of total number of valid votes cast
(i) Voted in favour of the resolution	45	65,47,945	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(K) As an Special Resolution- Item No. 11

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Bansal Chemicals (India).

	Number of members voting	Number of Votes cast by them	%of total number of valid votes cast
(i) Voted in favour of the resolution	38	38,61,927	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	7	26,86,018	



(L) As an Special Resolution- Item No. 12

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Bansal Metallic Oxides

	Number of members voting	Number of Votes cast by Them	%of total number of valid votes cast
(i) Voted in favour of the resolution	38	38,61,927	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	7	26,86,018	

(M) As an Special Resolution- Item No. 13

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Ardee Industries Private Limited

	Number of members voting	Number of Votes cast by Them	%of total number of valid votes cast
(i) Voted in favour of the resolution	36	34,76,111	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	9	30,71,834	



(N) As an Special Resolution- Item No. 14

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. POCL Enterprises Limited

	Number of members voting	Number of Votes cast by Them	%of total number of valid votes cast
(i) Voted in favour of the resolution	29	13,86,350	100
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	16	51,61,595	

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or any other person authorized by him in due course as prescribed in the said Rules.

Thanking you.

For KSM Associates, Company Secretaries

Krishna Sharan Mishra
Krishna Sharan Mishra
 Practicing Company Secretary
 CP No: 7039



Place: Chennai
 Date: 9th September, 2014

Witness 1:

Vishal
 Name : VISHAL A GOSWAMI
 Address : 17, E.K AGRAHARAM STREET, PARK TOWN CHENNAI - 600 003
 Occupation : SERVICE

Witness 2:

R. Subramanyam
 Name : R. SUBRAMANIYAM
 Address : NO 13 ST MARYS ROAD 82 LAND MARVEL APTS MANDAVELI CH-600028
 Occupation : SERVICE

Received and Forwarded to the Company Secretary for necessary action

Padam Chandra Bansal

PADAM CHANDRA BANSAL
 CHAIRMAN

19th AGM of Pondy Oxides and Chemicals Limited

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
19th Annual General Meeting of the Equity Shareholders of M/s. Pandy Oxides and Chemicals Ltd held on 12th September, 2014 at 12.15 P.M at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai - 600 014

Dear Sir,

I, Krishna Sharan Mishra, appointed as Scrutinizer for the purpose of the Poll taken on the below mentioned resolutions, at the 19th Annual General Meeting of the Equity Shareholders of M/s. Pandy Oxides and Chemicals Ltd held on 12th September, 2014 at 12.15 P.M at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai - 600 014, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

(A) As an Ordinary Resolution- Item No. 1

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014 and Statement of Profit and Loss for the year ended 31st March 2014 together with notes thereto, the Auditors Report and Directors' Report thereon

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19	8216	99.98



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.02

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(B) As an Ordinary Resolution- Item No. 2

To declare Dividend on Equity Shares for the financial year ended 31st March 2014.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	8218	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(C) As an Ordinary Resolution- Item No. 3

To appoint a Director in the place of Sri. Sunil Kumar Bansal (DIN: 00232617), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8186	99.61

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.39

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL



(D) As an Ordinary Resolution- Item No. 4

To appoint a Director in the place of Sri Devakar Bansal (DIN: 00232565), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8186	99.61

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.39

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(E) As an Ordinary Resolution - Item No. 5

To appoint Statutory Auditors and fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8186	99.61



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.39

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(F) As an Ordinary Resolution- Item No. 6

Appointment of Sri D.P. Venkataraman as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8186	99.61

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.39

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

Handwritten signature and scribbles

(G) As an Ordinary Resolution- Item No. 7

Appointment of Sri Anil Kumar Sachdev as an Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8186	99.61

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.39

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(H) As an Ordinary Resolution- Item No. 8

Appointment of Sri.Harish Kumar Lohia as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8186	99.61

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.39

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(I) As an Ordinary Resolution- Item No. 9

Appointment of Sri.P.N. Sridharan as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8186	99.61

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.39

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(J) As a Special Resolution- Item No. 10

Increase in borrowing powers.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	8215	99.96

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	3	0.04

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(K) As a Special Resolution- Item No. 11

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Bansal Chemicals (India).

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	8185	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	33	0.40

iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(L) As a Special Resolution- Item No. 12

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Bansal Metallic Oxides

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	8185	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	33	0.40

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(M) As a Special Resolution- Item No. 13

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Ardee Industries Private Limited

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	8185	99.60

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	33	0.40

(iii) **Invalid** votes:

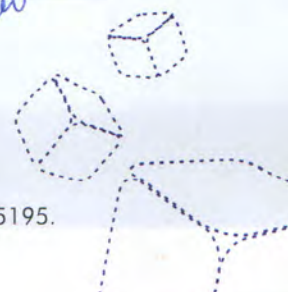
Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(N) As a Special Resolution- Item No. 14

Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. POCL Enterprises Limited

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	8185	99.60



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	33	0.40

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For **KSM Associates, Company Secretaries**

Place: Chennai
Date: 13th September, 2014



Krishna Sharan Mishra
KRISHNA SHARAN MISHRA
Practicing Company Secretary
FCS -6447; CP -7039

Received and forwarded to the company Secretary for necessary action

(Signature)
PADAM CHANDRA BANSAL
CHAIRMAN
19th AGM of Pondy Oxides & Chemicals Ltd.

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR M/S PONDY OXIDES AND CHEMICALS LIMITED**

To,
The Chairman,
19th Annual General Meeting of the Equity Shareholders of M/s. Pondy Oxides and Chemicals Ltd held on 12th September, 2014 at 12.15 P.M at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai - 600 014

Sub: Passing of Resolution through electronic voting AND Poll conducted at the 19th AGM of M/S Pondy Oxides and Chemicals Limited (the Company) held on Friday the 12th September, 2014.

The Board of the Company at its meeting held on 28th May, 2014 had appointed me as Scrutinizer for the e-voting held between 9:30 A.M on 04th September, 2014 to 6:00 P.M on 06th September, 2014 and the Chairman of the 19th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held on 12th September 2014.

The Company had appointed Central Depository Securities Ltd., (hereinafter "CDSL") as the e-Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 9:30 A.M on 04th September, 2014 to 6:00 P.M on 06th September, 2014. The e-voting results were unblocked by me on 06th September, 2014 in the presence of two witnesses. For further details, kindly refer my Scrutinizer's Report on E-Voting dated 9th September, 2014 attached herewith

At the 19th AGM of the Company held on 12th September 2014, the Chairman of the Company had suo-moto called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details, kindly refer to my Scrutinizers report on Poll in Form MGT-13 dated 13th September, 2014.

The result of the E-voting together with that of the Poll is as under. Wherever relevant, the percentages have been rounded off to the second decimal place.

(A) Consolidated

Number of Members 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)
45 (through e-voting)	65,47,945	Various as mentioned under each of the Resolutions <i>infra</i>
20 (by way of poll)	8,218	Various as mentioned under each of the Resolutions <i>infra</i> .



Kishkaashalan

(B) Item-wise

Agenda No.1: To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014 and Statement of Profit and Loss for the year ended 31st March 2014 together with notes thereto, the Auditors Report and Directors' Report thereon

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,216	2	NIL
Total	65,56,161	2	NIL
Total - %	100.00%	0.00%	

Agenda No.2: To declare Dividend on Equity Shares for the financial year ended 31st March 2014.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,218	NIL	NIL
Total	65,56,163	NIL	NIL
Total %	100.00	0.00	



Agenda No.3: To appoint a Director in the place of Sri. Sunil Kumar Bansal (DIN: 00232617), 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	65,47,945	NIL	NIL
Poll	8,186	32	NIL
Total	65,56,131	32	NIL
Total - %	100.00%	0.00%	

Agenda No.4: To appoint a Director in the place of Sri. Devakar Bansal (DIN: 00232565), 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	65,47,945	NIL	NIL
Poll	8,186	32	NIL
Total	65,56,131	32	NIL
Total - %	100.00%	0.00%	



Agenda No.5: To appoint Statutory Auditors and fix their remuneration.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,186	32	NIL
Total	65,56,131	32	NIL
Total - %	100.00%	0.00%	

Agenda No.6: Appointment of Sri. D.P. Venkataraman as an Independent Director

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,186	32	NIL
Total	65,56,131	32	NIL
Total - %	100.00%	0.00%	



Agenda No.7: Appointment of Sri. Anil Kumar Sachdev as an Independent Director

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,186	32	NIL
Total	65,56,131	32	NIL
Total - %	100.00%	0.00%	

Agenda No.8: Appointment of Sri.Harish Kumar Lohia as an Independent Director.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,186	32	NIL
Total	65,56,131	32	NIL
Total - %	100.00%	0.00%	



Agenda No.9: Appointment of Sri.P.N. Sridharan as an Independent Director.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,186	32	NIL
Total	65,56,131	32	NIL
Total - %	100.00%	0.00%	

Agenda No.10: Increase in borrowing powers.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	65,47,945	NIL	NIL
Poll	8,215	3	NIL
Total	65,56,160	3	NIL
Total - %	100.00%	0.00%	



Agenda No.11: *Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Bansal Chemicals (India)*

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	38,61,927	NIL	26,86,018
Poll	8,185	33	NIL
Total	38,70,112	33	26,86,018
Total - %	100.00%	0.00%	

Agenda No.12: *Related Party Transaction under Section 188 of the Companies Act, 2013 with M/s. Bansal Metallic Oxides*

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	38,61,927	NIL	26,86,018
Poll	8,185	33	NIL
Total	38,70,112	33	26,86,018
Total - %	100.00%	0.00%	



Agenda No.13: Related Party Transaction Under Section 188 of the Companies Act, 2013 with M/s. Ardee Industries Private Limited

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	34,76,111	NIL	30,71,834
Poll	8,185	33	NIL
Total	34,84,296	33	30,71,834
Total - %	100.00%	0.00%	

Agenda No.14: Related Party Transaction Under Section 188 of the Companies Act, 2013 with M/s. POCL Enterprises Limited

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	13,86,350	NIL	51,61,595
Poll	8,185	33	NIL
Total	13,94,535	33	51,61,595
Total - %	100.00%	0.00%	

Yours faithfully
For **KSM Associates, Company Secretaries**



Krishna Sharan Mishra
KRISHNA SHARAN MISHRA
Practicing Company Secretary
FCS -6447; CP -7039

Place : Chennai
Date : 13th September 2014