

CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT
{Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time}

FOR M/S. PONDY OXIDES AND CHEMICALS LIMITED

To,

**The Chairman,
20th Annual General Meeting (AGM) of the Equity Shareholders of M/s. Pondy Oxides and Chemicals Limited held on September 16, 2015 at 11:30 A.M. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K.Road, Chennai - 600 014.**

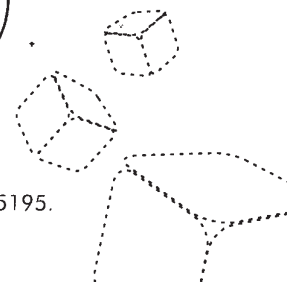
Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot conducted at the 20th AGM of M/s. Pondy Oxides and Chemicals Limited (the Company) held on Wednesday, September 16, 2015.

I, Krishna Sharan Mishra, Practicing Company Secretary, having Membership No. 6447, CP No. 7039, representing KSM Associates, Company Secretaries Chennai, have been appointed as Scrutinizer by the Board of Directors of M/s. Pondy Oxides and Chemicals Limited ("the Company") vide board resolution passed on July 27, 2015 as required under Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) for the purpose of scrutinizing remote e-voting (**e-Voting**) and voting by use of ballot at the AGM in respect of the proposed resolutions at the 20th Annual General Meeting of the Company held on September 16, 2015 at 11.30A.M. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K.Road, Chennai - 600 014.

The Company had appointed Central Depository Services (India) Limited (hereinafter **CDSL** or **the Service Provider**) as the e-Voting Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 9:00 A.M. on September 13, 2015 to 5:00 P.M. on September 15, 2015. 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 20th Annual General Meeting (AGM) of the Company held on Wednesday, September 16, 2015 at 11.30A.M.

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.



Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Listing Agreement relating to all the modes of voting {that is, through electronic means (by remote e-voting), Postal Ballot, Voting by Ballot through Post and voting by use of ballots at the AGM} by the shareholders on the resolutions proposed in the Notice of the 20th Annual General Meeting of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that the voting processes both by remote-Voting and by use of ballot at the AGM (**Physical Ballot**), are conducted in a fair and transparent manner and render Consolidated 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 M/s. 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 will be entitled to vote on the resolutions placed for approval of the shareholders was September 9, 2015. As on that date, the Company had 7964 (Seven Thousand Nine Hundred and Sixty Four only) shareholders.

The Company had sent the Notices of the AGM by email to 4360 (Four Thousand Three Hundred and Sixty only) shareholders whose email ids were made available by the shareholders themselves. To the remaining shareholders, physical notices were sent by Courier/Book Post. 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/2015/08/Annual-Report-2014-15.pdf>

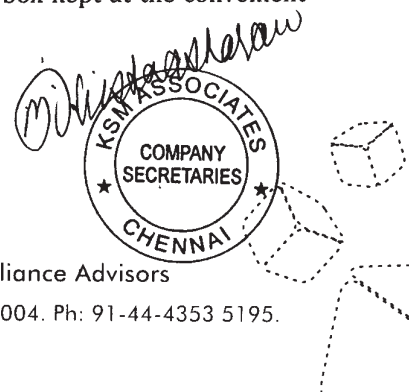
The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9:00 A.M on September 13, 2015 to 5:00 P.M on September 15, 2015.

The Company also released an advertisement, which was published more than 21 days in advance before the date of the AGM, in English in newspaper "Trinity Mirror" dated August 19, 2015 and in Tamil newspaper "MakkalKural" dated August 19, 2015.

At the end of the voting period on September 15, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 16, 2015, 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 me as a Scrutinizer in the presence of Ms. V Mathangi and Mr. Karthikeyan V who are not in employment of the Company and acted as witnesses, as prescribed in Sub Rule 3(xii) of the said Rule 20.

At the 20th 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 one ballot box kept at the convenient locations in the venue.



After announcement by the Chairman for voting through Physical Ballot, the box kept for voting were checked as empty and then locked in my presence with due identification marks placed by me. After completion of voting through Physical Ballot, the locked ballot box was opened in my 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)
27 (through e- Voting)	2811729	Various as mentioned under each of the Resolution
16 (by way of Physical Ballot at AGM)	1880	Various as mentioned under each of the Resolution

(B) Item-wise

Agenda No.1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, 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	2811729	-	-
Physical Ballot at AGM	1865	15	-
Total	2813594	15	-
Total - % (approx.)	99.999%	0.001%	



Agenda No.2:

To declare dividend on Equity Shares for the financial year ended March 31, 2015.

Type of Resolution: Ordinary Resolution


Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2811729	-	-
Physical Ballot at AGM	1879	-	-
Total	2813608	-	-
Total - % (approx.)	100%	-	-

Agenda No.3:

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

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
Total	2813593	15	-
Total - % (approx.)	99.999%	0.001%	-

M. Srinivasan


Agenda No.4:

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	2811729	-	-
Physical Ballot at AGM	1864	15	-
Total	2813593	15	-
Total - % (approx.)	99.999%	0.001%	

Agenda No.5:

Appointment and fixing of remuneration of Mr. Anil Kumar Bansal (DIN: 00232223) as Managing Director / Executive Chairman

Type of Resolution: Special Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
Total	2813593	15	
Total - % (approx.)	99.999%	0.001%	

M. Srinivasan


Agenda No.6:

Appointment and fixing of remuneration of Mr. Ashish Bansal (DIN: 01543967), as Whole-Time Director / Managing Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
Total	2813593	15	
Total - % (approx.)	99.999%	0.001%	

Agenda No.7:

Appointment and fixing of remuneration of Mr. R. P. Bansal (DIN: 00232708), Whole Time Director

Type of Resolution: Special Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
Total	2813593	15	-
Total - % (approx.)	99.999%	0.001%	

M. Sridharan



Agenda No.8:

Appointment of Dr. Shoba Ramakrishnan (DIN: 02773030) 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	2811729	-	-
Physical Ballot at AGM	1879	-	-
Total	2813608	-	-
Total - % (approx.)	100%	-	-

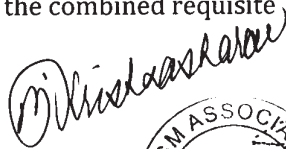
Agenda No.9:

Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2015

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
Total	2813593	15	-
Total - % (approx.)	99.999%	0.001%	-

All the Resolutions stand passed under e-Voting and Physical Ballot with the combined requisite majority.




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 Annual General Meeting. I shall be arranging to handover these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours
For **KSM Associates, Company Secretaries**



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

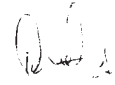
Place: Chennai
Date: September 16, 2015

Witness 1: V. Mathangi

Name : V. MATHANGI
Address : OLD NO 58, NEW NO 14,
VAITHIYAR ANNAMALAI
STREET, MYLAPORE, CH: 600004

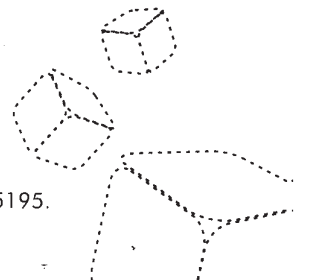
Occupation : SERVICE

Witness 2:



Name : KARTHIKEYAN.V
Address : 16A/2, E1, IInd BLOCK,
LAXMANA MUDALIAR Ist STREET,
KORATTUR, CHENNAI - 600080.

Occupation : SERVICE



CHAIRMAN'S SPEECH

Ladies and Gentlemen,

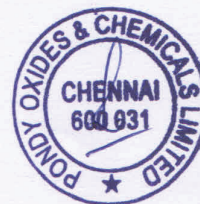
It gives me great pleasure to welcome you to the 20th Annual General Meeting of your Company. It is my privilege to address this gathering and share my insights about the Company.

INDUSTRY OVERVIEW

Over the years, we have transformed ourselves into an integrated Lead manufacturer and are now moving steadily towards leveraging those strengths to achieve the growth. The Lead industry has evolved significantly over recent times, with several new downstream sectors. This has led to increasing demand of metal. Earlier, the sector was solely dependent on automotive sector and now due to the growth in Sectors like Telecom, Railways, Solar, Power and other industrial uses, there has been a steady rise in demand for Lead based batteries.

OUTLOOK

2014-15 has been a good year for automobile, telecom, railways industry. For many years, Lead supply has been exceeding the demand. During the year 2014-15, the demand increased and it led to deficit which creates opportunities for our growth. Global Lead demand witnessed a growth of 3.7% over last year.



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The International Lead prices are highly volatile for the past 1 year. From USD 2200-2300 per tonne in July 2014, prices on the London Metal Exchange have dropped by 27%, to around USD 1700 per tonne now due to volatility in Global commodity market and unexpected downfall in the Chinese economy. Added to these, Depreciation of Rupee also was a challenging factor for the Company. In spite of these turbulences, your Company increased its market share and is on growth path.

THE DEMERGER

Financial year 2014-15 has been an important year for your Company. The Board of Directors of your Company envisaged the Demerger of four units of the Company namely Metallic Oxides Division, Plastic Additives Division, Zinc Refining Division and Lead Refining Division with POCL Enterprises Limited. The Demerger was successfully completed within a year on December 22, 2014 being the effective date of the Scheme approved by the Hon'ble High Court of Madras.

Post the Demerger, the Company is into manufacturing of Lead metal & Lead alloys and PVC Compounds. The Demerger is a win-win for all our stakeholders, investors, employees and customers. I thank the Management team of Demerged and Resulting Company, its employees and other Professionals for the seamless completion of the Demerger.



RELISTING OF SHARES

Due to Demerger, trading of your Company shares was suspended temporarily for transition and procedural reasons from January 8,2015 to March 16,2015, pending listing/trading approval from the regulators for relisting of reduced equity after the reduction of shares and Your Company shares are relisted from March 17,2015. I would like to thank all the Investors for their patience by reposing the confidence, trust and faith in the Company.

PERFORMANCE

I am delighted to share with you that your Company recorded total Operating Income of Rs. 372.96 Crores during the year 2014-15, with Export turnover of Rs.121.95 Crores. Thus your Company is not only catering to the needs of domestic industries but also making its presence in the Global market and contributes to the Country's growth. Your Company has been awarded with Gold Trophy for Top Exporter by Engineering Export Promotion Council India – Southern Region for continuous 2 years for 2011-12 and 2012-13 and the award for 2012-13 was received by us on 2nd January 2015

Earnings before depreciation, interest and taxes for the year stood at Rs.19.09 Crores leaving a margin of about 5.12% on the total Operating Income of the Company, achieving the highest ever turnover and profit



: 4 :

for the Financial Year 2014-15. The Profit after tax of Rs. 6.71 Crores has registered an impressive growth.

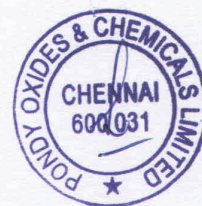
The Company's overall performance during the year 2014-15 was very good and we believe that we will perform even better in the years to come.

DIVIDEND

Considering the Overall performance of the Company, your Board has recommended a dividend of 20% for the Financial Year 2014-15, which is also growing along with the Company. Your Company promises to pay better dividends with every growth year on year.

FUTURE PLAN

After the successful completion of Demerger, POCL is focusing on growth and adding continued value to the shareholders. POCL is working towards improvement in productivity, increased capacity and capacity utilization. POCL has successfully commissioned its new Smelter in the State of Andhra Pradesh and it is a state-of-art secondary Smelter and one of its kind in India which will also give additional capacity to enhance the production and sale of Lead Metal & Alloys thereby increasing both the bottom line and top line.



ACKNOWLEDGEMENT

To conclude, I would like to thank our valued stakeholders, vendors, customers and bankers to the Company for their continued support and co-operation.

I thank all my colleagues on the Board for their solid support and enormous encouragement.

The employees of the Company merit special appreciation for their continued commitment to the Company during the transition after demerger in maintaining a good performance in the challenging environment during the year.

Finally, I am grateful to our community of shareholders for the trust and the confidence reposed by them in the Company.

Thank you

Anil Kumar Bansal

Chairman

**September 16, 2015
Chennai - 31**

