



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

POCL:KS:2016-17
September 18, 2016

Corporate Relationship Department,
The Stock Exchange,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Fax No.022-22723121

Dear Sir,

**Sub : Proceedings of the 21st Annual General Meeting of our Company –
Script code 532626**

The 21st Annual General Meeting of our Company was held on September 17, 2016 at 11.30 a.m at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, TTK Road, Chennai – 600 014.

In Compliance with the provisions of Regulation 30, Part A, Para A (13) of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose herewith the Proceedings of 21st Annual General Meeting of our Company held on September 17, 2016.

You are requested to take the same on record and disseminate at the website of BSE Ltd.

Thanking you,

Yours faithfully,
For Pondy Oxides and Chemicals Ltd.,

K.Kumaravel
GM Finance & Co. Secretary.



Encls.: as above.



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. India.
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CIN No. : L24294TN1995PLC030586



PONDY OXIDES & CHEMICALS LIMITED

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SUMMARY OF THE PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF PONDY OXIDES AND CHEMICALS LIMITED.

The Twenty First (21st) Annual General Meeting of Pondy Oxides and Chemicals Ltd., ("the Company") was held on September 17th, 2016 at 11.30 a.m at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, TTK Road, Chennai – 600 014.

The meeting commenced at 11.30 a.m with Mr.Anil Kumar Bansal, Chairman occupying the chair. The Chairman introduced Mr.Ashish Bansal, Managing Director, Mr.R.P.Bansal, Whole Time Director, Mr.Anil Kumar Sachdev, Independent Director, Mr.G.P.Venkateswaran, Independent Director, Dr.Shoba Ramakrishnan, Independent Director and Mr.K.Kumaravel, GM Finance and 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 introduced Mr.Sohan Parmar representing M/s.Jeeravla & Co., Chartered Accountants, the Statutory Auditors, Mr.L.Mukundan, representing M/s.L.Mukundan and Associates, Chartered Accountants, the Internal Auditors and Mr.Krishna Sharan Mishra representing M/s.KSM Associates, the Secretarial Auditors and the Scrutiniser for the meeting and the e-voting process.

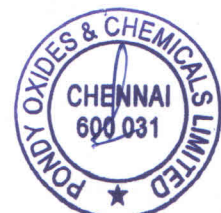
The Chairman requested Mr.K.Kumaravel, GM Finance and Co. Secretary to continue with the proceedings of the meeting. The GM Finance and Company Secretary welcomed the shareholders to the 21st Annual General Meeting of the Company.

The GM Finance and Company Secretary with the permission of the members present took the notice convening the 21st Annual General Meeting along with the explanatory statement as read. The GM Finance and Company Secretary informed the shareholders that the relevant registers as per the provisions of the Companies Act, 2013 are open for inspection. The GM Finance and Company Secretary requested the Chairman to address the shareholders.

The Chairman delivered his speech. The GM Finance and Company Secretary with the permission of the members present took the Auditors Report issued by the Statutory Auditors and the Secretarial audit Report issued by the Secretarial Auditors as read since the said reports did not contain any qualification or reservations or adverse remarks.

The GM Finance and Company Secretary then invited the members, who wished to ask queries on the Annual Report 2015-16. Few shareholders raised certain queries to which he gave detailed reply.

The GM Finance and Company Secretary also informed that as per the provisions of Section 108 of the Companies Act, 2013, read with rules framed thereunder, the Company has extended remote e-voting facility through CDSL to the members in respect of the businesses to be transacted at the Annual General Meeting. He further informed that the e-voting commenced at 9.00 a.m on Wednesday, September 14, 2016 and ended at 5.00 p.m on Friday, September 16, 2106.



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The Chairman announced that the Company has arranged for voting through Ballot Paper on all the resolutions to be passed at the meeting and those shareholders, who have not exercised their vote through remote e-voting may choose to vote by way of Ballot paper.

Mr. Krishna Sharan Mishra, Practicing Company Secretary of M/s. KSM Associates had been appointed as the Scrutinizer for the remote e-voting and ballot voting process.

The following items of business, as per the notice dated May 26, 2016 were transacted at the meeting:

01. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended March 31, 2016.
3. To appoint a Director in the place of Mr. R.P. Bansal (DIN: 00232708), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of auditors and fix their remuneration
5. Revision in Remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director of the Company.
6. Appointment of Mr. G.P. Venkateswaran (DIN: 01509307) as an Independent Director
7. To ratify the remuneration of the Cost Auditors for the Financial Year 2015-16.
8. Authorization to Board of Directors for determining fee for delivery of documents to the members.

The GM Finance & Company Secretary informed the shareholders that those who have already availed the remote e-voting facility need not vote again by way of ballot paper.

The Chairman informed the shareholders that the results of the remote e-voting and ballot voting will be placed on the website of the Company and on the website of CDSL. He informed that the same will also be intimated to BSE.

The Chairman along with the Board Members thanked the shareholders for attending the meeting and declared the meeting as closed at 01.00 p.m

For Pondy Oxides and Chemicals Ltd.,

K. Kumaravel
GM Finance & Co. Secretary.

