

PONDY OXIDES & CHEMICALS LIMITED *POCL*[®]

POCL:VS:2017-18
September 28, 2017

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

Dear Sir,

Sub: Voting Results of the 22nd Annual General Meeting of our Company
Ref: Script code 532626

With reference to the above, we enclose herewith the voting results of 22nd Annual General Meeting of our Company held on September 27, 2017, as required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 in the prescribed format along with the consolidated scrutinizer report for remote e-voting and physical ballot.

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.

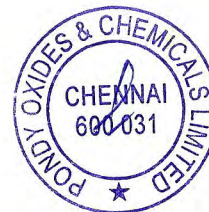


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CIN No. : L24294TN1995PLC030586

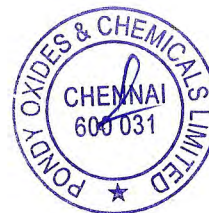
Voting results	
Record date	20-09-2017
Total number of shareholders on record date	10245
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	6
b) Public	150
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	12
Disclosure of notes on voting results	Add Notes



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with Board of Directors' and Auditors' report thereon				
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		2575003	90.5339	2575003	0	100.0000	0.0000
	Poll	2844242	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	300	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		30666	1.1227	30666	0	100.0000	0.0000
	Poll	2731451	6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2731451	37591	1.3762	37591	0	100.0000	0.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend of Rs. 3.00 (30%) per equity share of Rs.10 each for the financial year ended March 31, 2017				
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		2575003	90.5339	2575003	0	100.0000	0.0000
	Poll	2844242	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	300	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		30666	1.1227	30666	0	100.0000	0.0000
	Poll	2731451	6925	0.2535	6920	5	99.9278	0.0722
	Postal Ballot (if applicable)							
	Total	2731451	37591	1.3762	37586	5	99.9867	0.0133
Total		5575993	2612594	46.8543	2612589	5	99.9998	0.0002
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



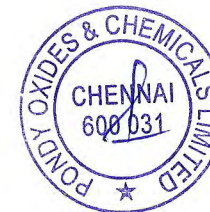
Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Ashish Bansal (DIN: 01543967), who retires by rotation and being eligible, offers himself for reappointment				
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	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		2844242	2575003	90.5339	2575003	0	100.0000
Public-Institutions	E-Voting	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		300	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2731451	30666	1.1227	30666	0	100.0000	0.0000
	Poll		6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		2731451	37591	1.3762	37591	0	100.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Statutory Auditors of the Company and fix their remuneration				
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		2575003	90.5339	2575003	0	100.0000	0.0000
	Poll	2844242	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	300	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		30666	1.1227	30666	0	100.0000	0.0000
	Poll	2731451	6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2731451	37591	1.3762	37591	0	100.0000	0.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director				
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	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		2844242	2575003	90.5339	2575003	0	100.0000
Public-Institutions	E-Voting	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		300	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2731451	30666	1.1227	30666	0	100.0000	0.0000
	Poll		6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		2731451	37591	1.3762	37591	0	100.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Ashish Bansal (DIN: 01543967) as Managing Director and fixing his remuneration				
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	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		2844242	2575003	90.5339	2575003	0	100.0000
Public- Institutions	E-Voting	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		300	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2731451	30666	1.1227	30666	0	100.0000	0.0000
	Poll		6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		2731451	37591	1.3762	37591	0	100.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



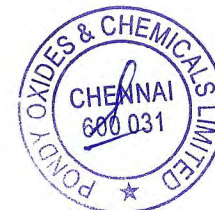
Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in remuneration of Mr. Anil Kumar Bansal (DIN: 00232223), Whole-Time Director				
Category	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		2575003	90.5339	2575003	0	100.0000	0.0000
	Poll	2844242	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	300	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		30666	1.1227	30666	0	100.0000	0.0000
	Poll	2731451	6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2731451	37591	1.3762	37591	0	100.0000	0.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



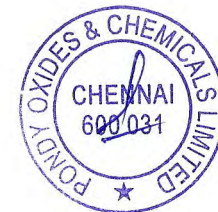
Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Anil Kumar Bansal (DIN: 0023223) as Whole-Time Director and fixing his remuneration				
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	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		2844242	2575003	90.5339	2575003	0	100.0000
Public-Institutions	E-Voting	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		300	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2731451	30666	1.1227	30666	0	100.0000	0.0000
	Poll		6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		2731451	37591	1.3762	37591	0	100.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



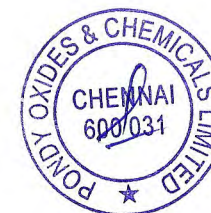
Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in remuneration of Mr. R.P. Bansal (DIN: 00232708), Whole-Time Director				
Category	Mode 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		2575003	90.5339	2575003	0	100.0000	0.0000
	Poll	2844242	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	300	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		30666	1.1227	30666	0	100.0000	0.0000
	Poll	2731451	6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2731451	37591	1.3762	37591	0	100.0000	0.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



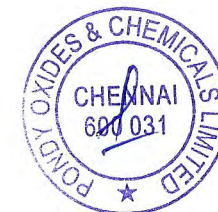
Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. R.P. Bansal (DIN: 00232708) as Whole-Time Director amd fixing his remuneration				
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	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		2575003	90.5339	2575003	0	100.0000	0.0000
Public-Institutions	E-Voting	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2731451	30666	1.1227	30666	0	100.0000	0.0000
	Poll		6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		37591	1.3762	37591	0	100.0000	0.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



Resolution (11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in the borrowing powers and power to mortgage properties of the Company				
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	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		2844242	2575003	90.5339	2575003	0	100.0000
Public-Institutions	E-Voting	300	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total		300	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2731451	30666	1.1227	30666	0	100.0000	0.0000
	Poll		6925	0.2535	6920	5	99.9278	0.0722
	Postal Ballot (if applicable)							
	Total		2731451	37591	1.3762	37586	5	99.9867
Total		5575993	2612594	46.8543	2612589	5	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	



Resolution (12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of the Cost Auditors for the financial year 2016-17				
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		2575003	90.5339	2575003	0	100.0000	0.0000
	Poll	2844242	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	2844242	2575003	90.5339	2575003	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	300	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	300	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		30666	1.1227	30666	0	100.0000	0.0000
	Poll	2731451	6925	0.2535	6925	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2731451	37591	1.3762	37591	0	100.0000	0.0000
Total		5575993	2612594	46.8543	2612594	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL
BALLOT**

FOR PONDY OXIDES AND CHEMICALS LIMITED

To,

The Chairman,

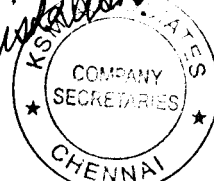
22nd Annual General Meeting (AGM) of the Shareholders of Pondy Oxides and Chemicals Limited held on September 27, 2017 at 11:30 A.M. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai - 600 014.

Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot conducted at the 22nd AGM of Pondy Oxides and Chemicals Limited (the Company) held on Wednesday, September 27, 2017.

We, M/s. KSM Associates, Practicing Company Secretaries, Chennai, represented by Mr. Krishna Sharan Mishra having Membership No. 6447, CP No. 7039, have been appointed as Scrutinizer by the Board of Directors of Pondy Oxides and Chemicals Limited ("the Company") vide board resolution passed on 18th May, 2017 for the purpose of scrutinizing e-voting (remote e-voting) and voting by use of ballot at the AGM in respect of the proposed resolutions placed at the 22nd Annual General Meeting of the Company held on Wednesday, 27th September, 2017 at 11.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, No.306, T.T.K. Road, Chennai - 600 014.

The Company had appointed Central Depository Services (India) Ltd. (hereinafter **CDSL** or **the Service Provider**) as the e-Voting Service Provider, for extending the facility of remote electronic voting to the shareholders of the Company from 9:00 a.m. on 24th September, 2017 to 5:00 p.m. on 26th September, 2017. 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 22nd Annual General Meeting (AGM) of the Company.

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 electronic means.

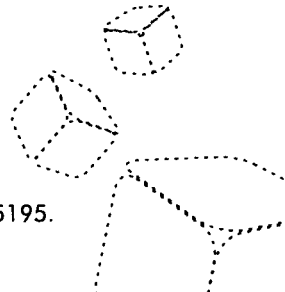
M. Krishna Sharan


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Company Secretaries | Trade Marks Attorneys | Compliance Advisors

Office No.40, TNHB Complex, No.180, Luz Church Road, Chennai - 600 004. Ph: 91-44-4353 5195.

www.ksmassociates.net



Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting) and voting by use of ballots at the AGM} by the shareholders on the resolutions/matters proposed in the Notice of the 22nd Annual General Meeting of the Company is the responsibility of the management of the Company. Our responsibility as a Scrutinizer is to ensure that the voting processes by remote e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render a Combined 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 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 would be entitled to vote on the resolutions placed for approval of the shareholders was 20th September, 2017. As on that date, the Company had 10,245 (Ten Thousand Two Hundred and Forty-Five) shareholders.

The Company had sent the Notices of the AGM by email to 7,094 (Seven Thousand Ninety-Four) shareholders whose email ids were made available by the shareholders themselves and by Courier/Book Post to 2,973 (Two Thousand Nine Hundred and Seventy-Three) shareholders. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

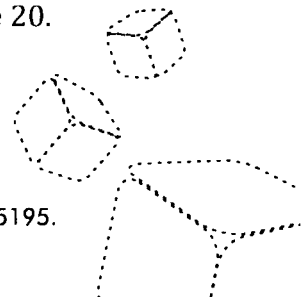
<http://pocl.co.in/wp-content/uploads/2017/09/Annual-Report-2016-17.pdf>

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 24th September, 2017 to 5:00 P.M. on 26th September, 2017.

The Company also released an advertisement, which was published 21 days in advance of the date of the AGM, on 5th September, 2017 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".

At the end of the voting period on 26th September, 2017 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On 27th September, 2017 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 us as a Scrutinizer in the presence of Ms. Somya Mishra and Mr. Bathrinath P 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 22nd 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 two ballot boxes kept at the convenient locations in the venue.

After announcement by the Chairman for voting through Physical Ballot, the boxes kept for voting were checked as empty and then locked in our presence with due identification marks placed by us. After completion of voting through Physical Ballot, the locked ballot box was opened in our 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.

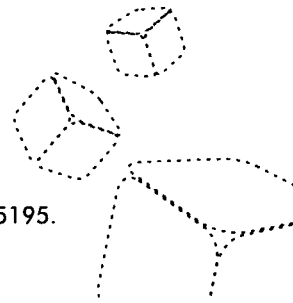
The result of the e-Voting together with that of voting by use of Physical Ballot is as under:

(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)
25 (through e- Voting)	2605669	Various as mentioned under each of the Resolution
23 (by way of Physical Ballot at AGM)	6925	Various as mentioned under each of the Resolution

One ballot paper was found to be incomplete and kept separately. The same has not been considered in the above table.

M. Krishnakumar

(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, 2017 together with the Board of Directors' and Auditors' reports thereon

Type of Resolution: Ordinary Resolution

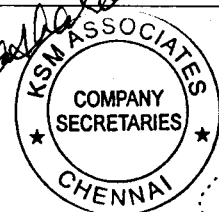
Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	-

Agenda No.2:

To declare dividend of Rs. 3.00 (i.e. 30%) per equity share of Rs. 10/- each for the financial year ended March 31, 2017.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6920	5	-
Total	26,12,589	5	-
Total - % (approx.)	100%	0.00	-



Agenda No.3:

To appoint a Director in the place of Mr. Ashish Bansal (DIN: 01543967), 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	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	-

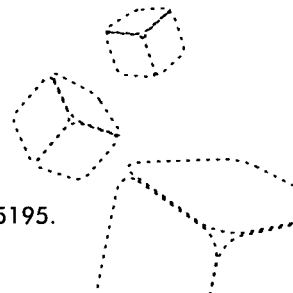
Agenda No.4:

To appoint the Statutory auditors of the Company 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	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	-

P. Krishna Rao




SPECIAL BUSINESS

Agenda No.5:

Revision in remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director

Type of Resolution: Special Resolution

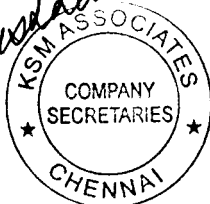
Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	
Total - % (approx.)	100%	-	

Agenda No.6:

Re-appointment of Mr. Ashish Bansal (DIN: 01543967) as Managing Director and fixing his Remuneration.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	
Total - % (approx.)	100%	-	

Ashish Bansal


Agenda No.7:

Revision in Remuneration of Mr. Anil Kumar Bansal (DIN: 00232223), 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	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	-

Agenda No.8:

Re-appointment of Mr. Anil Kumar-Bansal (DIN: 00232223) as Whole-Time Director and fixing his remuneration.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	-

(Signature)


Agenda No.9:

Revision in remuneration of Mr. R.P. Bansal (DIN: 00232708), Whole-Time Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	-

Agenda No.10:

Re-appointment of Mr. R.P. Bansal (DIN: 00232708) as Whole-Time Director and fixing his remuneration.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	-

R. P. Bansal


Agenda No.11:

Increase in the borrowing powers and power to mortgage properties of the Company

Type of Resolution: Special Resolution


Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6920	5	-
Total	26,12,589	5	-
Total - % (approx.)	100%	0.00	

Agenda No.12:

To ratify the remuneration of the Cost Auditors for the Financial Year 2016-17

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2605669	-	-
Physical Ballot at AGM	6925	-	-
Total	26,12,594	-	-
Total - % (approx.)	100%	-	

[Handwritten Signature]


All the Resolutions/Matters indicated in the notice to the said AGM stand passed under e-Voting and Physical Ballot at the Annual General Meeting with the combined requisite majority.

We hereby confirm that we are 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. We shall be arranging to hand over these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course, upon signing of the minutes of the aforesaid AGM as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours

For **KSM Associates, Company Secretaries**



KRISHNA SHARAN MISHRA
Partner
FCS -6447; CP -7039

Place: Chennai

Date: 27th September, 2017

Witness 1: *Somya Mishra*

Name : *Somya Mishra*
Address : *No-220, Natesan Road,
Triplicane, Chennai
PIN - 600005*

Occupation : *Service*

Witness 2: *P. Bathrinath*

Name : *P. Bathrinath*
Address : *No, 64, Samaiyasa Nagar,
Tiruvallur - 602001*

Occupation : *SERVICE*