

# PONDY OXIDES & CHEMICALS LIMITED **POCL**<sup>®</sup>

POCL:MD:2018-19

September 22, 2018

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

Dear Sir,

**Sub: Voting Results of the 23<sup>rd</sup> Annual General Meeting of our Company**  
**Ref: Script code 532626**

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With reference to the above, we enclose herewith the voting results of the 23<sup>rd</sup> Annual General Meeting of our Company held on September 22, 2018, 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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### General information about company

Scrip code	532626
NSE Symbol	
MSEI Symbol	
ISIN	INE063E01046
Name of the company	DY OXIDES AND CHEMICALS LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	22-09-2018
Start time of the meeting	11:30 AM
End time of the meeting	01:00 PM

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### Scrutinizer Details

Name of the Scrutinizer	Mr. Krishna Sharan Mishra
Firms Name	M/s. KSM Associates
Qualification	CS
Membership Number	6447
Date of Board Meeting in which appointed	24-05-2018
Date of Issuance of Report to the company	22-09-2018

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Voting results	
Record date	15-09-2018
Total number of shareholders on record date	13072
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	6
b) Public	243
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>6</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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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 audited financial statements of the Company for the financial year yeanded 31-03-2018 together with the reports of Board of Directors and auditors 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	99.9364	2575003	0	100.0000	0.0000
	Poll	2576643						
	Postal Ballot (if applicable)							
	<b>Total</b>	2576643	2575003	99.9364	2575003	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	3500						
	Postal Ballot (if applicable)							
	<b>Total</b>	3500	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		31851	1.0632	31851	0	100.0000	0.0000
	Poll	2995850	3400	0.1135	3399	1	99.9706	0.0294
	Postal Ballot (if applicable)							
	<b>Total</b>	2995850	35251	1.1767	35250	1	99.9972	0.0028
<b>Total</b>		5575993	2610254	46.8124	2610253	1	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		



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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/- (i.e.30%) per equity share of Rs.10/- each for the financial year ended March 31, 2018				
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	99.9364	2575003	0	100.0000	0.0000
	Poll	2576643						
	Postal Ballot (if applicable)							
	<b>Total</b>	2576643	2575003	99.9364	2575003	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	3500						
	Postal Ballot (if applicable)							
	<b>Total</b>	3500	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		31851	1.0632	31851	0	100.0000	0.0000
	Poll	2995850	3400	0.1135	3399	1	99.9706	0.0294
	Postal Ballot (if applicable)							
	<b>Total</b>	2995850	35251	1.1767	35250	1	99.9972	0.0028
<b>Total</b>		5575993	2610254	46.8124	2610253	1	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		



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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 the place of Mr. Anil Kumar Bansal(DIN: 00232223), 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		2575003	99.9364	2575003	0	100.0000	0.0000
	Poll	2576643						
	Postal Ballot (if applicable)							
	<b>Total</b>	2576643	2575003	99.9364	2575003	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	3500						
	Postal Ballot (if applicable)							
	<b>Total</b>	3500	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		31851	1.0632	31501	350	98.9011	1.0989
	Poll	2995850	3400	0.1135	3384	16	99.5294	0.4706
	Postal Ballot (if applicable)							
	<b>Total</b>	2995850	35251	1.1767	34885	366	98.9617	1.0383
<b>Total</b>		5575993	2610254	46.8124	2609888	366	99.9860	0.0140
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		



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Resolution (4)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To re-appoint Mr. Anilkumar Sachdev (DIN:00043431), as an Independent Director 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		2575003	99.9364	2575003	0	100.0000	0.0000
	Poll	2576643						
	Postal Ballot (if applicable)							
	<b>Total</b>	2576643	2575003	99.9364	2575003	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	3500						
	Postal Ballot (if applicable)							
	<b>Total</b>	3500	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		31851	1.0632	31501	350	98.9011	1.0989
	Poll	2995850	3400	0.1135	3384	16	99.5294	0.4706
	Postal Ballot (if applicable)							
	<b>Total</b>	2995850	35251	1.1767	34885	366	98.9617	1.0383
<b>Total</b>		5575993	2610254	46.8124	2609888	366	99.9860	0.0140
<b>Whether resolution is Pass or Not.</b>						Yes		
Disclosure of notes on resolution						Add Notes		





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## Resolution (5)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To approve the continuation of office of Mr. G P Venkateswaran (DIN:01509307) as Independent Director on completion of 75 years of age						
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	99.9364	2575003	0	100.0000	0.0000
	Poll	2576643						
	Postal Ballot (if applicable)							
	<b>Total</b>	2576643	2575003	99.9364	2575003	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	3500						
	Postal Ballot (if applicable)							
	<b>Total</b>	3500	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		31851	1.0632	31499	352	98.8949	1.1051
	Poll	2995850	3400	0.1135	3384	16	99.5294	0.4706
	Postal Ballot (if applicable)							
	<b>Total</b>	2995850	35251	1.1767	34883	368	98.9561	1.0439
<b>Total</b>		5575993	2610254	46.8124	2609886	368	99.9859	0.0141
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	



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Resolution (6)								
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 2017-18				
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	2576643	2575003	99.9364	2575003	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2576643	2575003	99.9364	2575003	0	100.0000
Public- Institutions	E-Voting	3500	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3500	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	2995850	31851	1.0632	31601	250	99.2151	0.7849
	Poll		3400	0.1135	3399	1	99.9706	0.0294
	Postal Ballot (if applicable)							
	Total		2995850	35251	1.1767	35000	251	99.2880
Total		5575993	2610254	46.8124	2610003	251	99.9904	0.0096
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,**

**23<sup>rd</sup> Annual General Meeting (AGM) of the Shareholders of Pondy Oxides and Chemicals Limited held on Saturday, September 22, 2018 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 23<sup>rd</sup> AGM of Pondy Oxides and Chemicals Limited (the Company) held on Saturday, September 22, 2018.**

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 May 24, 2018 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 23<sup>rd</sup> Annual General Meeting of the Company held on Saturday, 22<sup>nd</sup> September, 2018 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 September 19, 2018 till 5:00 p.m. on September 21, 2018. 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 23<sup>rd</sup> Annual General Meeting (AGM) of the Company.

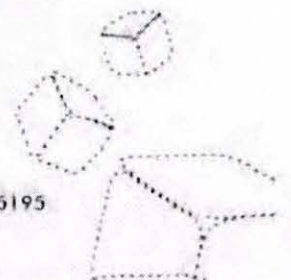
The Service Provider accordingly had set up e-Voting facility on their website <https://www.evotingindia.com/>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through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

*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](http://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 23<sup>rd</sup> 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 September 15, 2018. As on that date, the Company had 13,072 (Thirteen Thousand and Seventy-Two) shareholders.

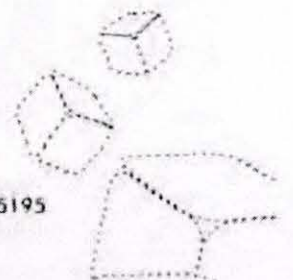
The Company had sent the Notices of the AGM by email to 10,227 (Ten Thousand Two Hundred and Twenty-Seven) shareholders whose email ids were made available by the shareholders themselves and by Courier to 2,913 (Two Thousand Nine Hundred and Thirteen) shareholders. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

<http://pocl.co.in/wp-content/uploads/2018/09/POCL-Annual-report-2017-18.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 19, 2018 till 5:00 P.M. on September 21, 2018.

The Company also released an advertisement, which was published 21 days in advance of the date of the AGM, on August 28, 2018 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".



At the end of the voting period on September 21, 2018 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On September 22, 2018 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. Anuradha Uthirasamy and Mr. Bathrinath Purushothaman 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 23<sup>rd</sup> 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)
31 (through e- Voting)	2,606,854	Various as mentioned under each of the Resolution
23 (by way of Physical Ballot at AGM)	3,400	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, 2018 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	2,606,854	-	-
Physical Ballot at AGM	3,399	1	-
<b>Total</b>	<b>2,610,253</b>	<b>1</b>	<b>-</b>
<b>Total - % (approx.)</b>	<b>100%</b>	<b>-</b>	

**Agenda No.2:**

*To declare final dividend of Rs. 3.00 (i.e. 30%) per equity share of Rs. 10/- each for the financial year ended March 31, 2018*

**Type of Resolution: Ordinary Resolution**

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2,606,854	-	-
Physical Ballot at AGM	3,399	1	-
<b>Total</b>	<b>2,610,253</b>	<b>1</b>	<b>-</b>
<b>Total - % (approx.)</b>	<b>100%</b>	<b>-</b>	

*M. Srinivasan*  


**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	2,606,504	350	-
Physical Ballot at AGM	3,384	16	-
<b>Total</b>	<b>26,09,888</b>	<b>366</b>	-
<b>Total - % (approx.)</b>	<b>99.986%</b>	<b>0.014%</b>	

**SPECIAL BUSINESS**

**Agenda No.4:**

*To re-appoint Mr. Anilkumar Sachdev (DIN: 00043431), as an Independent Director 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	2,606,504	350	-
Physical Ballot at AGM	3,384	16	-
<b>Total</b>	<b>2,609,888</b>	<b>366</b>	-
<b>Total - % (approx.)</b>	<b>99.986%</b>	<b>0.014%</b>	

*Anilkumar Sachdev*



**Agenda No.5:**

*To approve the continuation of office of Mr. G P Venkateswaran (DIN 01509307), as Independent Director on completion of 75 years of age*

**Type of Resolution: Special Resolution**

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2,606,502	352	-
Physical Ballot at AGM	3,384	16	-
<b>Total</b>	<b>2,609,886</b>	<b>368</b>	
<b>Total - % (approx.)</b>	<b>99.986%</b>	<b>0.014%</b>	

**Agenda No.6:**

*To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18*

**Type of Resolution: Ordinary Resolution**

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2,606,604	250	-
Physical Ballot at AGM	3,399	1	-
<b>Total</b>	<b>2,610,003</b>	<b>251</b>	
<b>Total - % (approx.)</b>	<b>100%</b>	<b>-</b>	

*G. P. Venkateswaran*  






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: September 22, 2018

Witness 1: *V. Anantha*

Name : ANURADHA UTHIRASAMY  
Address : T-20, E-BLOCK, TNHB  
COMPLEX, 180, GOLDEN  
ENCLAVE, LUZ CHURCH ROAD,  
MYLAPORE, CHENNAI- 600004

Occupation : SERVICE

Witness 2: *P. Balaji*

Name : BATHRINATH PURUSHOTHAMAN  
Address : NO. 64, SAMARIYAS NAGAR,  
TIRUVALLUR - 602001

Occupation : SERVICE

