

**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,  
20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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://pocl.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 20<sup>th</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 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 <b>Valid votes</b> (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 <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid votes</b>
E-voting	2811729	-	-
Physical Ballot at AGM	1865	15	-
<b>Total</b>	<b>2813594</b>	<b>15</b>	-
<b>Total - % (approx.)</b>	<b>99.999%</b>	<b>0.001%</b>	

**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	-	-
<b>Total</b>	<b>2813608</b>	-	-
<b>Total - % (approx.)</b>	<b>100%</b>	-	-

**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	-
<b>Total</b>	<b>2813593</b>	<b>15</b>	-
<b>Total - % (approx.)</b>	<b>99.999%</b>	<b>0.001%</b>	-

*M. K. Srinivasan*  


**Agenda No.4:**

*To appoint Statutory Auditors and fix their remuneration.*

**Type of Resolution:** Ordinary Resolution

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

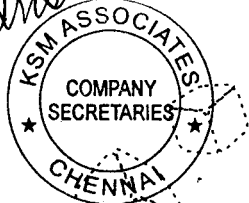
**Agenda No.5:**

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

*Dilipkumar*



**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 <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
<b>Total</b>	<b>2813593</b>	<b>15</b>	
<b>Total - % (approx.)</b>	<b>99.999%</b>	<b>0.001%</b>	

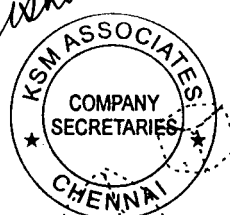
**Agenda No.7:**

*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 <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
<b>Total</b>	<b>2813593</b>	<b>15</b>	-
<b>Total - % (approx.)</b>	<b>99.999%</b>	<b>0.001%</b>	

*M. Srinivasan*



**Agenda No.8:**

*Appointment of Dr. Shoba Ramakrishnan (DIN: 02773030) as an Independent Director*

**Type of Resolution:** Ordinary Resolution

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

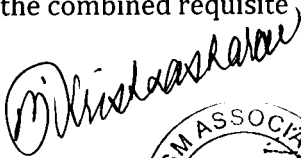
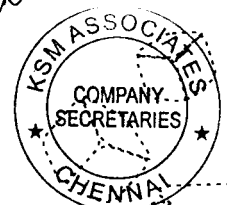
**Agenda No.9:**

*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 <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2811729	-	-
Physical Ballot at AGM	1864	15	-
<b>Total</b>	<b>2813593</b>	<b>15</b>	-
<b>Total - % (approx.)</b>	<b>99.999%</b>	<b>0.001%</b>	-

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: *[Signature]*

Name : KARTHIKEYAN.V  
Address : 16A12, E1, 1<sup>st</sup> BLOCK,  
LAXMANA MUDALIAR 1<sup>st</sup> STREET,  
KORATTUR, CHENNAI - 600080.

Occupation : SERVICE

