

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

07th February 2024

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

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

NSE Symbol : POCL
BSE Scrip Code : 532626

Dear Sir/Madam,

Sub: Voting Results along with Consolidated Scrutinizer's Report on E-Voting for the Extraordinary General Meeting

With reference to the above, we enclose herewith the voting results of the Extraordinary General Meeting (EGM) of our company held on Tuesday, 06th February 2024 as required under Regulation 44(3) of the SEBI (LODR) Regulations, 2015 in the prescribed format along with the Scrutinizer's report for remote e-voting and e-voting during the EGM.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Pondy Oxides and Chemicals Limited**

K. Kumaravel
Director Finance & Company Secretary

Encls.: as above



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. Tamil Nadu, India
Phone : + 91-44-4296 5454 E-mail : info@pocl.com Web : www.pocl.com
CIN No. : L24294TN1995PLC030586 II GSTIN : 33AAACP5102D4Z4

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General information about company

Scrip code	532626
NSE Symbol	POCL
MSEI Symbol	NOTLISTED
ISIN	INE063E01046
Name of the company	ONDY OXIDES & CHEMICALS LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	06-02-2024
Start time of the meeting	03:00 PM
End time of the meeting	03:28 PM

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Scrutinizer Details	
Name of the Scrutinizer	Krishna Sharan Mishra
Firms Name	KSM Associates
Qualification	CS
Membership Number	6447
Date of Board Meeting in which appointed	12-01-2024
Date of Issuance of Report to the company	06-02-2024

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Voting results	
Record date	30-01-2024
Total number of shareholders on record date	24115
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	6
b) Public	32
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issuance of 10,05,921 Equity shares on preferential basis to certain identified Non-Promoter Persons / Entities				
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		5596262	98.4745	5596262	0	100.0000	0.0000
	Poll	5682956	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5682956	5596262	98.4745	5596262	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	12400	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	12400	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		146948	2.4783	138246	8702	94.0782	5.9218
	Poll	5929424	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5929424	146948	2.4783	138246	8702	94.0782	5.9218
Total		11624780	5743210	49.4049	5734508	8702	99.8485	0.1515
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issuance of 16,27,221 convertible warrants on preferential basis to the promoter group and certain identified non-promoter persons / entities				
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	5682956	5596262	98.4745	5596262	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5682956	5596262	98.4745	5596262	0	100.0000
Public-Institutions	E-Voting	12400	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12400	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	5929424	146948	2.4783	138276	8672	94.0986	5.9014
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		5929424	146948	2.4783	138276	8672	94.0986
Total		11624780	5743210	49.4049	5734538	8672	99.8490	0.1510
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015)

To

Mr. Anil Kumar Bansal
Chairman – Extra Ordinary General Meeting of
Pondy Oxides and Chemicals Limited
4th Floor, KRM Centre,
No: 2, Harrington Road, Chetpet,
Chennai - 600031

Sub: Consolidated Scrutinizer's Report on Electronic Voting for the Extraordinary General Meeting of Pondy Oxides and Chemicals Limited ("the Company") held on Tuesday, 6th February, 2024 at 03:00 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

We, M/s. KSM Associates, Practicing Company Secretaries, Chennai represented by Mr. Krishna Sharan Mishra having Membership No. 6447 and CP No. 7039, have been appointed as Scrutinizer by Pondy Oxides and Chemicals Limited ("**the Company**") by resolution passed at the meeting of the Board of Directors held on 12th January, 2024 for the purpose of scrutinizing e-voting (remote e-voting and e-voting during the course of EGM) process in respect of the resolutions proposed at the Extraordinary General Meeting ("**EGM**") of Pondy Oxides and Chemicals Limited on Tuesday, 6th February, 2024 at 03:00 p.m. through VC / OAVM.

The EGM Notice dated 12th January 2024, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions placed at the EGM of the Company through electronic mode to those Members whose email addresses were registered with the Company/Depositories and also by way of public notices on 13th January 2024 in English newspaper "Trinity Mirror" and regional language newspaper "Makkal Kural" in compliance with the below mentioned circulars. The Company had further issued a corrigendum to the EGM Notice on 24th January 2024 and a second corrigendum to the EGM notice on 31st January 2024 for which the advertisement was made on 25th January, 2024 and 1st February, 2024 respectively in English newspaper "Trinity Mirror" and regional language newspaper "Makkal Kural".

- (i) the circulars of the Ministry of Corporate Affairs
- general circular 14/2020 dated 8th April 2020
 - general circular 17/2020 dated 13th April 2020
 - general circular 20/2020 dated 5th May 2020



- general circular 22/2020 dated 15th June 2020
- general circular 39/2020 dated 31st December 2020
- general circular 02/2021 dated 13th January 2021
- general circular 10/2021 dated 23rd June 2021
- general circular 19/2021 dated 8th December 2021
- general circular 20/2021 dated 8th December 2021
- general circular 21/2021 dated 14th December 2021
- general circular 2/2022 dated 5th May 2022
- general circular 3/2022 dated 5th May 2022
- general circular 10/2022 dated 28th December 2022 and
- general circular 11/2022 dated 28th December 2022
- general circular 11/2023 dated 28th December 2023

(collectively referred to as “MCA Circulars”)

(ii) circulars of the Securities and Exchange Board of India (‘SEBI’)

- SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,
- SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated January 15, 2021,
- SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022, and
- SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023

(collectively referred to as ‘SEBI Circulars’)

The EGM Notice and the corrigendum to the EGM notice were also uploaded on the website of the Company, the Stock Exchanges and of the Depository.

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 electronic voting (remote e-voting) to the shareholders of the Company from 9:00 a.m. on 3rd February, 2024 till 5:00 p.m. on 5th February, 2024.

The Company had also provided, through the same Service Provider, remote e-voting facility to the shareholders present at the EGM through VC / OAVM and who could not cast their vote earlier.

The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (Special businesses) sought to be transacted at the EGM of the Company.

The Service Provider accordingly had set up e-Voting facility on their website 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 remote e-voting and e-voting during the course of EGM.

The Cut-off date (record date) for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was Tuesday, 30th January 2024. As on that date, the Company had 24115 (Twenty-Four Thousand One Hundred and Fifteen only) shareholders.

Apart from sending the notice of EGM to the shareholders through electronic mode, the Company also gave access to the said notice electronically on the following URL link as available on the date of signing this Report:

<https://www.pocl.com/pdf/public-announcements/EGM-Notice-Feb24.pdf>

The EGM Notice sent contained the instructions 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 (3) days from 9:00 a.m. on 2nd February 2024 till 5:00 p.m. on 5th February 2024.

At the end of the remote e-voting period on 5th February, 2024 at 5.00 p.m. the voting portal of the Service Provider was blocked forthwith and thereupon we had unblocked the list of the members who have exercised the votes through remote e-voting. The Company had also provided remote e-voting facility to the shareholders present at the EGM through Video Conference / Other Audio-Visual Means and who had not cast their votes earlier. On 6th February 2024, after the conclusion of the EGM, the voting facility was again blocked by the Service Provider. The votes cast through remote e-Voting facility before the EGM and during the course of the EGM were duly unblocked and the results were downloaded from CDSL portal by us as a Scrutinizer in the presence of Mr. Pandavar Kanna and Ms. Anu Mohta who are not in employment of the Company and acted as witnesses, as prescribed in sub rule 4 (xii) of the said rule 20.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules and the applicable provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 relating to remote e-voting prior to and during the EGM on the resolutions forming part of the Notice of the EGM. Our responsibility as a scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Based on the data downloaded from the official website of CDSL for e-voting, the result of the remote e-Voting is as under:




Special Businesses:

Agenda No. 1:

Issuance of 10,05,921 Equity Shares on Preferential Basis to certain identified non-promoter persons / entities.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to EGM	5716293	8702	-
Remote E-voting during the EGM	18215	0	-
Total	5734508	8702	-
Total - % (approx)	99.85%	0.15%	-

Agenda No.2:

Issuance of 16,27,221 convertible warrants on preferential basis to the promoter group and certain identified non-promoter Persons / entities

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to EGM	5716323	8672	-
Remote E-voting during the EGM	18215	0	-
Total	5734538	8672	-
Total - % (approx)	99.85%	0.15%	-

All the Resolutions/Matters indicated in the notice to the said EGM stand passed under remote e-voting prior to EGM and e-voting during the EGM with the Consolidated requisite majority.

We hereby confirm that we are maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through remote E-Voting prior to EGM and remote E-voting during the EGM through which votes were cast by the shareholders of the Company during the said EGM. We shall be arranging to handover these records to the Company, as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours

For KSM Associates | Company Secretaries

(Peer Review No. 627/2019)



KRISHNA SHARAN MISHRA

PARTNER

FCS-6447 | CP-7039

UDIN: F006447E003385451

Place: Chennai

Date: 6th February 2024

Witness 1



Name : Pandavar kanna
Address : 29/14, Rangaraja
Puram, Kodambakkam,
Chennai
PIN- 600024
Occupation : Service

Witness 2



Name : Anu Mohta
Address : 21/25, Chandrappa
Mudali Street,
Sowcarpet, Chennai
PIN-600001
Occupation : Service

