

IN THE HIGH COURT OF JUDICATURE AT MADRAS
(ORIGINAL JURISDICTION)

Tuesday, the 8th day of July 2014

THE HON'BLE MR. JUSTICE M. DURAISWAMY

COMP. APPLN. NO. 697 OF 2014

In the matter of Companies Act 1956 (1 of 1956)

And

In the matter of Sections 391 to 394 read with Sections 100 to 104 of the Companies Act, 1956

And

In the matter of Scheme of Arrangement (Demerger) between PONDY OXIDES AND CHEMICALS LIMITED and POCL ENTERPRISES LIMITED

Pondy Oxides and Chemicals Limited,
a Company incorporated under the Companies Act, 1956, having its Registered Office at KRM Centre, 4th Floor, #2, Harrington Road, Chetpet, Chennai-600 031 represented by its General Manager (Finance) & Company Secretary, Mr. K. Kumaravel .. Applicant/
Demerged Company

The Company Application praying this Court

- 1) That a meeting of the equity shareholders of the Applicant Company be held at the Registered Office or at such other place as the Court may direct, for the purpose of considering and if though fit, approving, with or without modification, the Scheme of Arrangement (Demerger) between PONDY OXIDES AND CHEMICALS LIMITED and POCL ENTERPRISES LIMITED.
- 2) And that directions may be given as to the date, method of convening, holding and conducting the said meeting and as to notices and advertisements to be issued.

3) And that a Chairman may be appointed for the said meeting who shall report the results thereof to the Court.

The Company Application coming on this day before this Court for hearing in the presence of Mr. Harishankar Mani, Advocate for the applicant herein, and upon reading the Judge's Summons, and the affidavit of K. Kumaravel filed herein.

The Court made the following order:

"The applicant herein is praying for a direction to issue publication of notice and convening, holding and conducting of the meeting of the equity shareholders of the applicant company.

2. In the affidavit filed in support of the application, the applicant has stated that in order to conduct the Board Meeting on 12.09.2014, this Court may appoint any one of the following person as Chairman to conduct the meeting:-

- (i) Dr. Padam C. Bansal;
- (ii) Anil Kumar Bansal; and
- (iii) D.P. Venkataraman

3. Having regard to the submission made by the learned counsel for the applicant viz., M/s. Pandy Oxides and Chemicals Limited and taking into consideration the averments stated in the affidavit filed in support of the application, I appoint Dr. Padam C. Bansal as Chairman of the Company to conduct the meeting on 12.9.2014 of the applicant company at 10.15 a.m. at Kasthuri Srinivasan Hall (Mini Hall), Music Academy, 306, TTK Road, Chennai-600 014.

The publication for convening of the above meeting shall be made in one English issue of "HINDU BUSINESS LINE" (All India Edition) and in one Tamil issue of "MALAI MURASU" (Tamil Nadu Edition) by giving 21 clear days before the date of the meeting.

4. The quorum for the meeting shall be thirty equity shareholders present either in person or by proxy. The meeting shall be Chaired by Dr.Padam C.Bansal, Chairman of the Company viz., M/s.Pondy Oxides and Chemicals Limited. The Chairman shall file a report within one week from the date of the meeting."

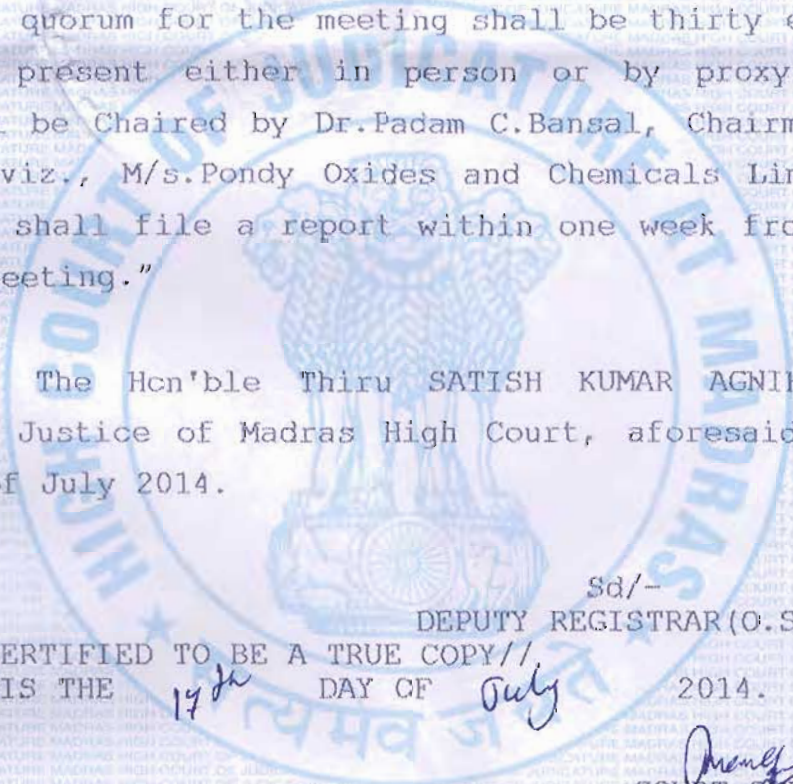
WITNESS, The Hon'ble Thiru SATISH KUMAR AGNIHOTRI, Acting Chief Justice of Madras High Court, aforesaid this the 8th day of July 2014.

Sd/-
DEPUTY REGISTRAR(O.S).

//CERTIFIED TO BE A TRUE COPY//
DATED THIS THE 14th DAY OF July 2014.

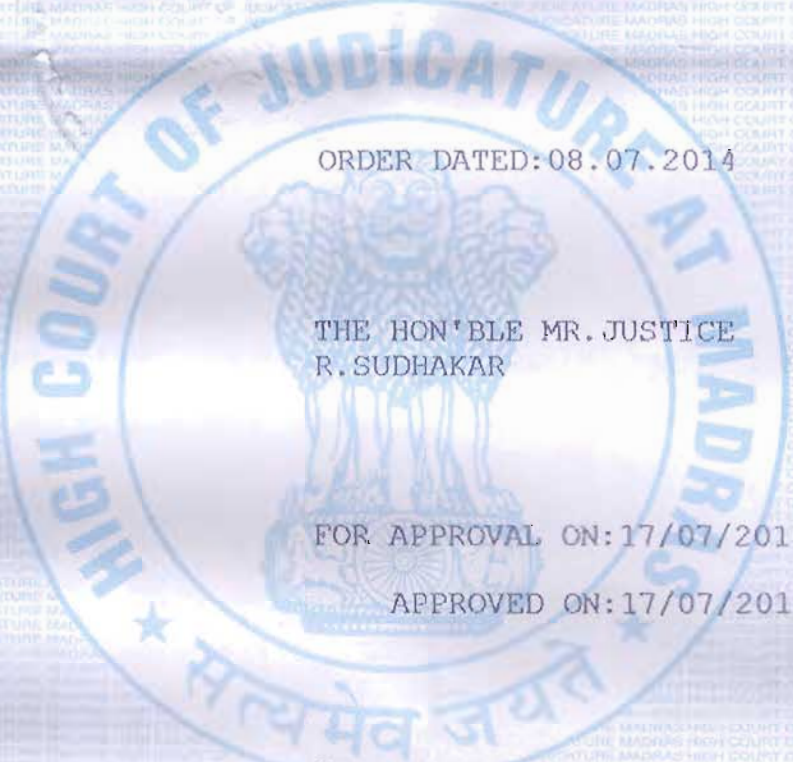
[Signature]
COURT OFFICER.

From 25th September 2008 the Registry is issuing certified copies of the Orders/Judgments/Decree in this format.



kam/17.7.2014

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ORDER DATED: 08.07.2014

THE HON'BLE MR. JUSTICE
R. SUDHAKAR

FOR APPROVAL ON: 17/07/2014

APPROVED ON: 17/07/2014

Copy to:

Dr. Padam C. Bansal,
 Chairman,
 KRM Centre, 4th Floor,
 #2, Harrington Road,
 Chetpet, Chennai-600 031.