


**SCRUTINIZER REPORT FOR POSTAL BALLOT  
(FOR M/S. PONDY OXIDES AND CHEMICALS LTD)**

To,  
**The Board of Directors**  
**M/s. Pondy Oxides and Chemicals Limited**  
**KRM Centre, 4<sup>th</sup> floor**  
**#2, Harrington Road, Chetpet**  
**Chennai - 600 031**

Sub: Passing of Resolution through Postal Ballot

1. The Board of M/s. Pondy Oxides and Chemicals Limited (hereinafter **Company**) at its meeting held on 28<sup>th</sup> May, 2014 had appointed me as the Scrutinizer for conducting postal ballot for approval of the Scheme of Arrangement (Demerger) between Pondy Oxides and Chemicals Limited (Demerged Company) and POCL Enterprises Limited (Resulting Company).
2. Pursuant to SEBI Circular CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 as amended by circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, the Company had issued notices to shareholders for approval of the Scheme of Arrangement by majority of the public shareholders by way of voting by postal ballot or e-voting.
3. The Company has accordingly made arrangements with Central Depository Services (India) Limited (hereinafter **CDSL**) for extending the facility of electronic voting to the shareholders of the Company. As explained and informed to me, the Company on 8<sup>th</sup> August, 2014 completed the dispatch of postal ballot forms to such shareholders whose names appeared on the Register of Members/ List of Beneficial Owners as on 25<sup>th</sup> July, 2014.
4. As per the information provided by the Company, Postal Ballot Notices by e-mail were sent to 3480 shareholders whose email Ids were made available by the shareholders themselves. Out of such e-mails 97 e-mails have bounced, hence physical postal ballot notices were dispatched to them separately by Courier.
5. Further, 4388 shareholders were also sent physical postal ballot notice by Registered Post. The Shareholders were given access to the Notice electronically by following the URL link <http://pocl.cc.in/reports/NOTICE%20OF%20POSTAL%20BALLOT.pdf>.
6. The Notices sent (both through email and physical form) contained the detailed instructions to be followed by the shareholders for voting by postal ballot and voting by electronic means.

*D. Krishna Rao*



7. The Company on 13<sup>th</sup> August, 2014 released an advertisement in Trinity Mirror (Newspaper - English) and Makkal Kural (Newspaper - Tamil) informing the Shareholders about dispatch of Postal Ballot Notice.
8. As prescribed in the aforesaid Rules, the voting facility was kept open for Thirty days ending on 12<sup>th</sup> September, 2014, (6.00 P.M). Thereafter, the portal for electronic voting was disabled by CDSL. Postal Ballot Forms received by the Company after 12<sup>th</sup> September, 2014 (6.00 P.M) were not considered for my scrutiny.
9. The Postal Ballot forms received at the Registered Office of the Company in the name of scrutinizer were opened and then taken up for scrutiny by me and passed on to the M/s. Cameo Corporate Services Limited, the Registrar and Transfer Agents of the Company. This Process was carried out on fortnightly basis. Particulars of all the postal ballot forms received from the shareholders have been entered into the register maintained specifically for the purpose. The votes cast through Postal Ballot were considered as final in cases where shareholders have voted both electronically as well as through Postal.
10. On scrutiny, I report that out of 7868 Shareholders, (i) 45 shareholders have casted their vote electronically and (ii) 78 shareholders have voted through Postal Ballot.
11. Results of electronic voting are based on the data made available to me by CDSL through their website, and results of votes exercised through Postal Ballot are based on data compiled by M/s. Cameo Corporate Services Limited.
12. The following matter was submitted by the Company to its shareholders for approval as stated above:

**Agenda:** Scheme of Arrangement (Demerger) between Pondy Oxides and Chemicals Limited (Demerged Company) and POCL Enterprises Limited (Resulting Company).

**"RESOLVED THAT** subject to the approval of the Hon'ble High Court of Judicature at Madras under Section 391 to 394 read with Section 100 to 104 and other applicable provisions, if any of the Companies Act, 1956, the Scheme of Arrangement (Demerger) between Pondy Oxides and Chemicals Limited and POCL Enterprises Limited and their respective shareholders as placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorised to make and / or consent to any modifications, alterations or amendments in the scheme, which may be deemed to be necessary by them or which are desired, directed or imposed by the Hon'ble High Court of Judicature at Madras or any other authority and to take all such steps as may be necessary and desirable to implement the Scheme and to give effect to this resolution."

13. The result of the electronic voting together with that of the Postal Ballot is as under:

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	7,91,743	4,500	90,176*
Postal Ballot	4,53,280	1,798	--
<b>Total</b>	<b>12,45,023</b>	<b>6,298</b>	<b>90,176*</b>
<b>Total %</b>	<b>99.50</b>	<b>0.50</b>	

\*There were Three (3) shareholders holding 90,176 shares who voted both through electronic voting and Postal Ballot. As specified in the Postal Ballot Notice, votes cast through Postal Ballots were considered as final and votes cast by electronic voting were treated as invalid.

Yours faithfully,  
For KSM Associates, Company Secretaries



*Krishna Sharan Mishra*

**KRISHNA SHARAN MISHRA**  
Practicing Company Secretary  
FCS -6447; CP -7039

Place: Chennai  
Date: 16<sup>th</sup> September, 2014