

CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT
{Section 108 of the Companies Act, 2013 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,

21st Annual General Meeting (AGM) of the Equity Shareholders of M/s. Pondy Oxides And Chemicals Limited held on Saturday, September 17, 2016 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 21st AGM of M/s. Pondy Oxides And Chemicals Limited (the Company) held on Saturday, September 17, 2016.

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 5th August 2016 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 21st Annual General Meeting of the Company held on Saturday, September 17, 2016 at 11.30 a.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 14, 2016 to 5.00 p.m on September 16, 2016. 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 business) sought to be transacted at the aforesaid 21st Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website <https://www.evotingindia.com/> and through their mobile app (CDSL m-voting).

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.




Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Uniform Listing Agreement pursuant to the provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting), voting by use of ballots at the AGM} by the shareholders on the resolutions proposed in the Notice of the 21st 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 e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render a 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 10, 2016. As on that date, the Company had 7,456 (Seven Thousand Four Hundred and Fifty Six) shareholders.

The Company had sent the Notices of the AGM by email to 4,372 (Four Thousand Three Hundred and Seventy Two) shareholders whose email ids were made available by the shareholders themselves. To the remaining shareholders, physical notices were sent by Courier. 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/2016/09/Annual-report-2015-16_POCL.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, amended from time to time.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9.00 a.m. on September 14, 2016 to 5.00 p.m. on September 16, 2016.

The Company also released an advertisement, which was published more than 21 days in advance of the date of the AGM, on 24th August, 2016 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".

At the end of the voting period on September 16, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On September 16, 2016, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from CSDL website by me as a Scrutinizer in the presence of Ms. M. Prathyusha and Ms. Madhumitha.J 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 21st AGM of the Company, members present were allowed to cast their vote through ballot (Physical Ballot) at the venue of the AGM. The ballot papers were distributed to the shareholders present at the venue. The shareholders cast their votes in the two ballot boxes kept at a convenient location in the venue.

After announcement by the Chairman for voting through Physical Ballot, the boxes kept for voting was checked as empty and then locked in my presence with due identification mark placed by me. After completion of voting through Physical Ballot, the locked ballot boxes were 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.

The ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-Voting were considered as final in cases where member(s) have voted both in remote e-voting and by way of Physical Ballot at the AGM.

The result of the remote e-Voting together with Physical Ballot at the AGM is as under:

(A) Consolidated

Number of Member 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)
33 (through e- Voting)	26,20,285	Various as mentioned under each of the Resolution
19 (by way of Physical Ballot at AGM)	1,066	Various as mentioned under each of the Resolution

(B) Item-wise

Ordinary Business

Agenda No.1:

To receive consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2016 together with the reports of Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	26,20,285	-	-
Physical Ballot at AGM	1,054	-	12
Total	26,21,339	-	12
Total - % (approx.)	100	-	

Agenda No.2:

To declare dividend on Equity Shares for the financial year ended March 31, 2016

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	26,20,285	-	-
Physical Ballot at AGM	1,054	-	12
Total	26,21,339	-	12
Total - % (approx.)	100	-	

Agenda No.3:

To appoint a Director in the place of Mr. R.P.Bansal (DIN: 00232708), 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	26,20,265	20	-
Physical Ballot at AGM	1,054	-	12
Total	26,21,319	20	12
Total - % (approx.)	99.999	0.001	

M. Viswanathan



Agenda No.4:

To ratify the appointment of auditors and fix their remuneration.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	26,20,285	-	-
Physical Ballot at AGM	1,054	-	12
Total	26,21,339	-	12
Total - % (approx.)	100	-	

Special Business

Agenda No.5:

Revision in Remuneration of Mr. Ashish Bansal (DIN: 01543967), Managing Director of the Company.

Type of Resolution: Special Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	26,20,265	20	-
Physical Ballot at AGM	1,054	-	12
Total	26,21,319	20	12
Total - % (approx.)	99.999	0.001	

Agenda No.6:

Appointment of Mr. G.P.Venkateswaran (DIN: 01509307) as an Independent Director.

Type of Resolution: Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	26,20,285	-	-
Physical Ballot at AGM	1,054	-	12
Total	26,21,339	-	12
Total - % (approx.)	100	-	

Agenda No.7:

To ratify the remuneration of the Cost Auditors for the Financial Year 2015-16.

Type of Resolution: Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	26,20,285	-	-
Physical Ballot at AGM	1,054	-	12
Total	26,21,339	-	
Total - % (approx.)	100	-	

M. Venkateswaran


Agenda No.8:

Authorisation to Board of Directors for determining fee for delivery of documents to the members.

Type of Resolution: Ordinary Resolution

Manner of Voting	Vote in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	26,20,265	20	-
Physical Ballot at AGM	1,053	1	12
Total	26,21,318	21	12
Total - % (approx.)	99.999	0.001	

All the Resolutions stand passed with 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 cast by the shareholders of the Company at the said Annual General Meeting. I 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 as amended from time to time.

Sincerely yours

For KSM Associates, Company Secretaries



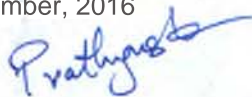
KRISHNA SHARAN MISHRA
Practicing Company Secretary
FCS -6447; CP -7039



Place: Chennai

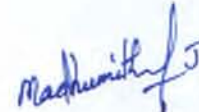
Date: 17th September, 2016

Witness 1:



Name : M. PRATHYUSHA
Address : No. 508, PILLIYAR KOIL ST,
GOLDEN GEORGE NAGAR,
MOOAPPALAR EAST, CHENNAI - 600107
Occupation : SERVICE

Witness 2:



Name : MADHUMITHA J
Address : HARI APARTMENTS, ELLAI AMMAN KOIL
ST, VANANTHURAI, ADYAR, CHENNAI - 20
Occupation : SERVICE

