

REF: POEL/BNS/BSE/2022 - 23/28
SEPTEMBER 30, 2022

BSE LIMITED
PHIROZE JEEJEEBHAY TOWERS
DALAL STREET
MUMBAI- 400001

DEAR SIR,

Sub : Disclosure of Voting Results & Consolidated Scrutinisers Report

The 34th Annual General Meeting of POCL Enterprises Limited was held on September 29, 2022 at 05:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and the businesses as mentioned in the Notice dated 02-09-2022 were transacted.

Enclosed herewith is the voting results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinisers Report.

This is for your information and record.

Thanking You,

Yours faithfully,
For **POCL ENTERPRISES LIMITED**

AASHISH KUMAR K JAIN
COMPANY SECRETARY & FINANCE HEAD



General information about company	
Scrip code	539195
NSE Symbol	
MSEI Symbol	
ISIN	INE035S01010
Name of the company	POCL ENTERPRISES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2022
Start time of the meeting	05:00 PM
End time of the meeting	05:56 PM

Scrutinizer Details	
Name of the Scrutinizer	DEEPA V RAMANI
Firms Name	DEEPA V RAMANI
Qualification	CS
Membership Number	5574
Date of Board Meeting in which appointed	02-09-2022
Date of Issuance of Report to the company	29-09-2022

Voting results	
Record date	22-09-2022
Total number of shareholders on record date	5833
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	9
b) Public	32
No. of resolution passed in the meeting	6

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended March 31, 2022, the Board's report and the auditor's report thereon				
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	2528450	2528450	100.0000	2528450	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	2528450	2528450	100.0000	2528450	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3047542	35832	1.1758	35329	503	98.5962	1.4038
	Poll							
	Postal Ballot (if applicable)							
	Total	3047542	35832	1.1758	35329	503	98.5962	1.4038
Total		5575992	2564282	45.9879	2563779	503	99.9804	0.0196
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in the place of Mr. Devakar Bansal (DIN:00232565) who retires by rotation and being eligible, offers himself for reappointment				
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	2528450	708251	28.0113	708251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2528450	708251	28.0113	708251	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3047542	35832	1.1758	35066	766	97.8622	2.1378
	Poll							
	Postal Ballot (if applicable)							
	Total	3047542	35832	1.1758	35066	766	97.8622	2.1378
Total		5575992	744083	13.3444	743317	766	99.8971	0.1029
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in the place of Mr. Amber Bansal (DIN:08139234) who retires by rotation and being eligible, offers himself for reappointment				
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	2528450	1444294	57.1217	1444294	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2528450	1444294	57.1217	1444294	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3047542	35832	1.1758	35066	766	97.8622	2.1378
	Poll							
	Postal Ballot (if applicable)							
	Total	3047542	35832	1.1758	35066	766	97.8622	2.1378
Total		5575992	1480126	26.5446	1479360	766	99.9482	0.0518
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Shyam Sunder Tikmani(DIN:02016718) as an Independent Director				
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	2528450	2528450	100.0000	2528450	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2528450	2528450	100.0000	2528450	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3047542	35832	1.1758	35064	768	97.8567	2.1433
	Poll							
	Postal Ballot (if applicable)							
	Total	3047542	35832	1.1758	35064	768	97.8567	2.1433
Total		5575992	2564282	45.9879	2563514	768	99.9701	0.0299
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Jyoti Kumar Chowdhry (DIN:02016718) as an Independent Director				
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	2528450	2528450	100.0000	2528450	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2528450	2528450	100.0000	2528450	0	100.0000	0.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3047542	33789	1.1087	33023	766	97.7330	2.2670
	Poll							
	Postal Ballot (if applicable)							
	Total	3047542	33789	1.1087	33023	766	97.7330	2.2670
Total		5575992	2562239	45.9513	2561473	766	99.9701	0.0299
Whether resolution is Pass or Not.							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of the cost auditor for the financial year ended March 31, 2022				
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	2528450	2528450	100.0000	2528450	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	2528450	2528450	100.0000	2528450	0	100.0000	0.0000
Public- Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3047542	35832	1.1758	35066	766	97.8622	2.1378
	Poll							
	Postal Ballot (if applicable)							
	Total	3047542	35832	1.1758	35066	766	97.8622	2.1378
Total		5575992	2564282	45.9879	2563516	766	99.9701	0.0299
Whether resolution is Pass or Not.							Yes	

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. Harish Kumar Lohia
Chairman – 34th Annual General Meeting of
POCL Enterprises Limited
Willingdon Crescent, 1st Floor, No.6/2,
Pycrofts Garden Road, Nungambakkam,
Chennai - 600006

Sub: Consolidated Scrutinizer's Report on Electronic Voting for the 34th Annual General Meeting of POCL Enterprises Limited ("the Company") held on Thursday, 29th September 2022 at 05:00 p.m. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

I, Deepa V Ramani, Practicing Company Secretary, having Membership No. 5574 and CP No. 8760, have been appointed as Scrutinizer by POCL Enterprises Limited ("the Company") vide resolution passed at the meeting of the Board of Directors held on 2nd September 2022 for the purpose of scrutinizing e-voting (remote e-voting and e-voting during the course of Annual General Meeting) process in respect of the resolutions proposed at the 34th Annual General Meeting ("AGM") of POCL Enterprises Limited on Thursday, 29th September, 2022 at 05:00 p.m. through VC / OAVM.

The AGM Notice dated 2nd September, 2022, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions placed at the AGM 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 4th September 2022 and on 9th September 2022 in English newspaper "Trinity Mirror" and regional language newspaper "Makkal Kural", in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, December 9, 2020, January 15, 2021 and June 3, 2022 (collectively referred to as "SEBI Circulars"). The AGM Notice was 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 26th September, 2022 till 5:00 p.m. on 28th September, 2022.

The Company had also provided, through the same Service Provider, remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had 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 (both Ordinary and Special businesses) sought to be transacted at the 34th Annual General Meeting (AGM) 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 AGM.

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 22nd September, 2022. As on that date, the Company had 5,543 (Five Thousand Five Hundred and Forty-Three) shareholders.

Apart from sending the notice of AGM 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:

<http://poel.in/pdf/2021-22/POEL%20Annual%20Report%202021-22.pdf>

The AGM 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 26th September, 2022 till 5:00 p.m. on 28th September, 2022.

The Company also released an advertisement on 6th September 2022 in English newspaper Trinity Mirror and regional language newspaper Makkal Kural, confirming completion of despatch (electronically) of Annual Report to the shareholders.

At the end of the remote e-voting period on 28th September, 2022 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 AGM through Video Conference / Other Audio-Visual Means and who had not cast their votes earlier. On 29th September, 2022, the voting facility was blocked by the Service Provider after the conclusion of the AGM. The votes cast through remote e-Voting facility before the AGM and during the course of the AGM were duly unblocked and the results were downloaded from CDSL portal by us as a Scrutinizer in the presence of Ms. Ashwini. S. Desai and Mr. R. Jitesh Kumar 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 AGM on the resolutions forming part of the Notice of the AGM. My 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:

Ordinary Business

Agenda No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Board's Report and Auditor's Report thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
Remote E-voting prior to AGM	2556218	503	-
Remote E-voting during the AGM	7561	0	-
Total	2563779	503	-
Total - % (approx)	99.98%	0.02%	



Agenda No. 2:

To appoint a director in the place of Mr. Devakar Bansal (DIN: 00232565), 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
Remote E-voting prior to AGM	735756	766	-
Remote E-voting during the AGM	7561	0	-
Total	743317	766	-
Total - % (approx)	99.9%	0.1%	

Agenda No. 3:

To appoint a director in the place of Mr. Amber Bansal (DIN: 08139234), 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
Remote E-voting prior to AGM	1471799	766	-
Remote E-voting during the AGM	7561	0	-
Total	1479360	766	-
Total - % (approx.)	99.95%	0.05%	



Special Business:

Agenda No. 4:

Appointment of Mr. Shyam Sunder Tikmani (DIN:01581127), as an Independent Director

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 AGM	2555953	768	-
Remote E-voting during the AGM	7561	0	-
Total	2563514	768	
Total - % (approx)	99.97%	0.03%	

Agenda No. 5:

Re-appointment of Mr. Jyoti Kumar Chowdhry (DIN: 02016718), as an Independent Director

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 AGM	2553912	766	-
Remote E-voting during the AGM	7561	0	-
Total	2561473	766	-
Total - % (approx)	99.97%	0.03%	



Agenda No. 6:

Ratification of remuneration of the Cost Auditors for the Financial Year ended March 31, 2022

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 AGM	2555955	766	-
Remote E-voting during the AGM	7561	0	-
Total	2563516	766	-
Total - % (approx)	99.97%	0.03%	

All the Resolutions/Matters indicated in the notice to the said AGM stand passed under remote E-voting prior to AGM and E-voting during the AGM 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 AGM and remote E-voting during the AGM through which votes were cast by the shareholders of the Company during the said AGM. 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,

Deepa V. Ramani



DEEPA V. RAMANI
Practicing Company Secretary
FCS - 5574; CP - 8760
UDIN: F005574D001084291
Place: Chennai
Dated 29th September 2022

Witness 1

A

Name : Ashwini. S. Desai
Address : 9/10, Abirami Street,
Purusaiwalkam, Chennai
PIN-600084
Occupation: Service

Witness 2

R. Jitesh

Name : R. Jitesh Kumar
Address : 106, Audiappan Street,
Sowcarpet, Chennai
PIN-600079
Occupation : Service

