

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT  
FOR M/S POCL ENTERPRISES LIMITED**

To,

**The Chairman,**

**28<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s POCL Enterprises Limited held on Friday, 2<sup>nd</sup> September, 2016 at 10:15 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai - 600014.**

**Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot at AGM conducted at the 28<sup>th</sup> AGM of M/s POCL Enterprises Limited (the Company) held on Friday, 2<sup>nd</sup> September, 2016**

I, Krishna Sharan Mishra, Practicing Company Secretary, having Membership No. 6447, CP No. 7039, Chennai, representing KSM Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of M/s. POCL Enterprises Limited (the Company) vide Board resolution passed on 26<sup>th</sup> May 2016 for the purpose of scrutinizing e-voting (remote e-voting) and voting by use of ballot at the AGM in respect of the proposed resolutions placed at the 28<sup>th</sup> Annual General Meeting of the Company held on Friday, 2<sup>nd</sup> September, 2016 at 10.15 a.m. at Kasturi Srinivasan Hall (Mini Hall), Music Academy, 306, T.T.K. Road, Chennai-600014.

The Company had appointed Central Depository Services Ltd. (hereinafter **CDSL** or **the Service Provider**) as the e-Voting Service Provider, for extending the facility of remote electronic voting to the shareholders of the Company from 9:00 a.m. on 30<sup>th</sup> August, 2016 to 5:00 p.m. on 1<sup>st</sup> September, 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 28<sup>th</sup> Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had extended 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.

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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 28<sup>th</sup> 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 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 Combined 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 Corporates 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 26<sup>th</sup> August, 2016. As on that date the Company had 6,994 (Six Thousand Nine Hundred and Ninty Four shares) shareholders.

The Company had sent the Notices of the AGM by email to 3,859 (Three Thousand Eight Hundred and Fifty Nine) shareholders whose email ids were made available by the shareholders themselves. Further, all shareholders were sent physical notices by Speed Post/Courier, other. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

<http://poel.in/pdf/Annual-Report2015-2016.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 30<sup>th</sup> August, 2016 to 5:00 p.m. on 1<sup>st</sup> September, 2016.

The Company also released an advertisement, which was published more than 21 days in advance of the date of the AGM, on 10<sup>th</sup> August 2016 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".

At the end of the voting period on 01<sup>st</sup> September, 2016 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On 2<sup>nd</sup> September, 2016, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from CDSL website by me as a Scrutinizer in the presence of Mr. Earnest Kennet Prem Kumar and Mr. Rishab Khatod 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 28<sup>th</sup> 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 casted their votes in the one ballot box kept at the convenient location in the venue.

After announcement by the Chairman for voting through Physical Ballot, the box 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 box was 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 by 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 Members who cast their votes	Total number of Shares held by them	Total number of <b>Valid votes</b> (as per details provided under each one of the Resolutions mentioned hereunder)
19(through e-Voting)	2638112	Various as mentioned under each of the Resolution
17(by way of Physical Ballot at AGM)	4954	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, the Board's Report and Auditor's Report thereon.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2638112	-	-
Physical Ballot at AGM	4948	-	6
<b>Total</b>	<b>2643060</b>	-	<b>6</b>
<b>Total - %</b>	<b>100</b>	-	

**Agenda No.2:**

*To declare a dividend on Equity shares for the financial year ended March 31, 2016.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2638112	-	-
Physical Ballot at AGM	4948	-	6
<b>Total</b>	<b>2643060</b>	-	<b>6</b>
<b>Total - %</b>	<b>100</b>	-	



**Agenda No.3:**

*To appoint a Director in place of Mr. Y V Raman (DIN: 00232762), who retires by rotation and being eligible, offers himself for re-appointment.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2637455	-	-
Physical Ballot at AGM	4948	-	6
<b>Total</b>	<b>2642403</b>	-	<b>6</b>
<b>Total - %</b>	<b>100</b>	-	

**Agenda No.4:**

*To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2638112	-	-
Physical Ballot at AGM	4948	-	6
<b>Total</b>	<b>2643060</b>	-	<b>6</b>
<b>Total - %</b>	<b>100</b>	-	

**Special Business**

**Agenda No.5:**

*Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2016.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2638112	-	-
Physical Ballot at AGM	4948	-	6
<b>Total</b>	<b>2643060</b>	-	<b>6</b>
<b>Total - %</b>	<b>100</b>	-	

**Agenda No.6:**

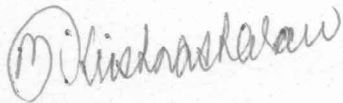
*Authorisation to Board of Directors for determining fee for delivery of documents to the members.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	2637612	500	-
Physical Ballot at AGM	4948	-	6
<b>Total</b>	<b>2642566</b>	<b>500</b>	<b>6</b>
<b>Total - %</b>	<b>99.98</b>	<b>0.02</b>	

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 casted 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.

Sincerely yours,  
For **KSM Associates, Company Secretaries**



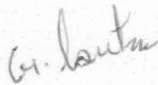
**KRISHNA SHARAN MISHRA**  
Practicing Company Secretary  
FCS -6447; CP -7039



Place: Chennai

Date: 2<sup>nd</sup> September 2016

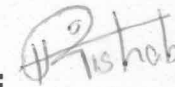
**Witness 1:**



Name : EARNEST KENNET  
PREM KUMAR  
Address : 3/27 James street  
Poonamallee, Chennai -56

Occupation: SERVICE

**Witness 2**



Name : RISHAB KHATOD  
Address : 13,74, ELEPHANT GATE STREET,  
SOWCARPET, CHENNAI - 600079

Occupation : SERVICE