

REF: POEL/SKK/BSE/2020 - 21/27
SEPTEMBER 19, 2020

BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI- 400001

DEAR SIR,

Sub : Disclosure of Voting Results & Consolidated Scrutinisers Report

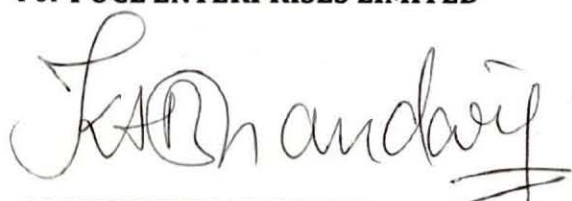
The 32nd Annual General Meeting of POCL Enterprises Limited was held on September 18, 2020 at 05:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and the businesses as mentioned in the Notice dated 29-07-2020 were transacted.

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)	18-09-2020
Start time of the meeting	05:00 PM
End time of the meeting	06:13 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	29-07-2020
Date of Issuance of Report to the company	19-09-2020

Voting results

Record date	11-09-2020
Total number of shareholders on record date	5911
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	10
b) Public	35
No. of resolution passed in the meeting	45



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, 2020, the Board's Report and 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	2514276	2514276	100.0000	2514276	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		2514276	2514276	100.0000	2514276	0	100.0000
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
Public- Non Institutions	E-Voting	3061716	22884	0.7474	22854	30	99.8689	0.1311
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3061716	22884	0.7474	22854	30	99.8689
Total		5575992	2537160	45.5015	2537130	30	99.9988	0.0012
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. Sunil Kumar Bansal (DIN: 00232617), 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	2514276	525816	20.9132	525816	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	2514276	525816	20.9132	525816	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	3061716	22884	0.7474	22854	30	99.8689	0.1311
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3061716	22884	0.7474	22854	30	99.8689	0.1311
Total		5575992	548700	9.8404	548670	30	99.9945	0.0055
Whether resolution is Pass or Not.							Yes	



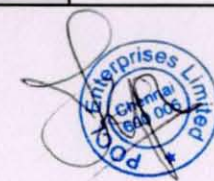
Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To appoint a director in the place of Mr. Y V Raman (DIN: 00232762), 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		2514276	100.0000	2514276	0	100.0000	0.0000	
	Poll	2514276	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		2514276	2514276	100.0000	2514276	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000	
	Poll	0	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		21543	0.7036	21513	30	99.8607	0.1393	
	Poll	3061716	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		3061716	21543	0.7036	21513	30	99.8607	0.1393
Total			5575992	2535819	45.4775	2535789	30	99.9988	0.0012
Whether resolution is Pass or Not.							Yes		



Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint the Statutory Auditors and to fix their remuneration				
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		2514276	100.0000	2514276	0	100.0000	0.0000
	Poll	2514276	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2514276	2514276	100.0000	2514276	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	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		22884	0.7474	22854	30	99.8689	0.1311
	Poll	3061716	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3061716	22884	0.7474	22854	30	99.8689	0.1311
Total		5575992	2537160	45.5015	2537130	30	99.9988	0.0012
Whether resolution is Pass or Not.							Yes	



Resolution (5)

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 auditors for the financial year ended March 31, 2020.

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		2514276	100.0000	2514276	0	100.0000	0.0000	
	Poll	2514276	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		2514276	2514276	100.0000	2514276	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000	
	Poll	0	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		22884	0.7474	22854	30	99.8689	0.1311	
	Poll	3061716	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		3061716	22884	0.7474	22854	30	99.8689	0.1311
Total			5575992	2537160	45.5015	2537130	30	99.9988	0.0012
Whether resolution is Pass or Not.							Yes		



DEEPA V. RAMANI

Company Secretary & Insolvency Professional

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 - 32nd 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 32nd Annual General Meeting of POCL Enterprises Limited ("the Company") held on Friday, 18th September, 2020 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 29th July 2020 for the purpose of scrutinizing e-voting (remote e-voting and e-voting during the course of AGM) process in respect of the resolutions proposed at the 32nd Annual General Meeting ("AGM") of POCL Enterprises Limited on Friday, 18th September, 2020 at 05:00 p.m. through VC / OAVM.

The AGM Notice dated 29th July, 2020, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed 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 notice on 29th August 2020 in English newspaper Trinity Mirror and regional language newspaper Makkal Kural, in compliance with the MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020. 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 15th September, 2020 till 5:00 p.m. on 17th September, 2020.

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 32nd 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 11th September, 2020. As on that date the Company had 5911 (Five Thousand Nine Hundred and Eleven) 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/Annual%20Report 2019-20 POEL.pdf](http://poel.in/pdf/Annual%20Report%202019-20%20POEL.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 15th September, 2020 till 5:00 p.m. on 17th September, 2020.



The Company also released an advertisement on 29th August 2020 in English newspaper Trinity Mirror and regional language newspaper Makkal Kural, confirming despatch of Annual Report to the shareholders.

At the end of the voting period on 17th September, 2020 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 18th September, 2020, 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. R. Bhagyashree and Mr. Jagmohan K 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, 2020, 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	2534379	30	-
Remote E-voting during the AGM	2751	0	-
Total	2537130	30	-
Total - % (approx)	99.999	0.001	

Agenda No. 2:

To appoint a director in the place of Mr. Sunil Kumar Bansal (DIN: 00232617), 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	545919	30	-
Remote E-voting during the AGM	2751	0	-
Total	548670	30	-
Total - % (approx)	99.995	0.005	



Agenda No. 3:

To appoint a director in the place of Mr. Y V Raman (DIN: 00232762), 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	2533038	30	-
Remote E-voting during the AGM	2751	0	-
Total	2535789	30	-
Total - % (approx)	99.998	0.002	

Agenda No. 4:

To re-appoint the Statutory Auditors and to fix their remuneration

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	2534379	30	-
Remote E-voting during the AGM	2751	0	-
Total	2537130	30	-
Total - % (approx)	99.999	0.001	



Special Business:

Agenda No. 5:

Ratification of remuneration of the cost auditors for the financial year ended March 31, 2020

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	2534379	30	-
Remote E-voting during the AGM	2751	0	-
Total	2537130	30	-
Total - % (approx)	99.999	0.001	

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



Place: Chennai

Dated 19th September 2020

Witness 1

R. Bhagyashree

Name : R. Bhagyashree
Address : No.30/48, Nadu Street,
Mylapore, Chennai
PIN-600004
Occupation: Service

Witness 2

K. Jagmohan K

Name : Jagmohan K
Address : No 5/12, Guruswamy
Nagar Main Rd, Gowrivakkam,
Chennai, PIN-600073
Occupation: Service