



POEL POCL ENTERPRISES LIMITED

Ref: POEL/SKK/BSE/2019 - 20/22
SEPTEMBER 13, 2019

BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI- 400001

DEAR SIR,

Sub : Disclosure of Voting Results & Consolidated Scrutinisers Report
Ref : 539195

The 31st Annual General Meeting of POCL Enterprises Limited was held on Wednesday, September 11, 2019 at 10:30 A.M. at Kasturi Srinivasan Hall (Mini Hall), "The Music Academy", No. 168, T.T.K. Road, Royapettah, Chennai - 600 014.

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



New No.4, Old No.319, Valluvarkottam High Road, Nungambakkam, Chennai - 600 034. India.
Ph.: +91-44-4914 5454, 2825 1418 Fax : +91- 44- 4914 5455 E-mail : info@poel.in website : www.poel.in
CIN : L52599TN1988PLC015731

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)	11-09-2019
Start time of the meeting	10:30 AM
End time of the meeting	12:15 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	13-08-2019
Date of Issuance of Report to the company	11-09-2019

Voting results	
Record date	04-09-2019
Total number of shareholders on record date	6055
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	10
b) Public	89
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8



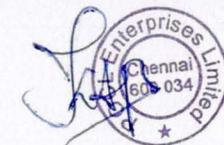
Resolution (1)

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, 2019, 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	2513236	2513236	100.0000	2513236	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		2513236	2513236	100.0000	2513236	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062756	18127	0.5919	17627	500	97.2417	2.7583
	Poll		7838	0.2559	7838	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3062756	25965	0.8478	25465	500	98.0743
Total		5575992	2539201	45.5381	2538701	500	99.9803	0.0197
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	2513236	708251	28.1808	708251	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		2513236	708251	28.1808	708251	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062756	18127	0.5919	17602	525	97.1038	2.8962
	Poll		7838	0.2559	7838	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3062756	25965	0.8478	25440	525	97.9780
Total		5575992	734216	13.1675	733691	525	99.9285	0.0715
Whether resolution is Pass or Not.							Yes	



Resolution (3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. D P Venkataraman (DIN: 00232894) 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		2513236	100.0000	2513236	0	100.0000	0.0000
	Poll	2513236	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2513236	2513236	100.0000	2513236	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		18127	0.5919	17627	500	97.2417	2.7583
	Poll	3062756	7838	0.2559	7823	15	99.8086	0.1914
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3062756	25965	0.8478	25450	515	98.0166	1.9834
Total		5575992	2539201	45.5381	2538686	515	99.9797	0.0203
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		Re-appointment of Mr. Harish Kumar Lohia (DIN: 00233227) 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		2513236	100.0000	2513236	0	100.0000	0.0000
	Poll	2513236	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2513236	2513236	100.0000	2513236	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		15993	0.5222	15468	525	96.7173	3.2827
	Poll	3062756	7838	0.2559	7838	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3062756	23831	0.7781	23306	525	97.7970	2.2030
Total		5575992	2537067	45.4998	2536542	525	99.9793	0.0207
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 Mrs. Indra Somani (DIN: 07136517) 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		2513236	100.0000	2513236	0	100.0000	0.0000
	Poll	2513236	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2513236	2513236	100.0000	2513236	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		18127	0.5919	17600	527	97.0927	2.9073
	Poll	3062756	7838	0.2559	7838	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3062756	25965	0.8478	25438	527	97.9703	2.0297
Total		5575992	2539201	45.5381	2538674	527	99.9792	0.0208
Whether resolution is Pass or Not.							Yes	



Resolution (6)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Related Party Transactions with M/s. Ardee Industries Private Limited.				
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	2513236	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2513236	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062756	14060	0.4591	13535	525	96.2660	3.7340
	Poll		7838	0.2559	7823	15	99.8086	0.1914
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3062756	21898	0.7150	21358	540	97.5340
Total		5575992	21898	0.3927	21358	540	97.5340	2.4660
Whether resolution is Pass or Not.							Yes	



Resolution (7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for grant of Loan to M/s. Ardee Industries Private Limited.				
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		0	0.0000	0	0	0	0
	Poll	2513236	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2513236	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		14060	0.4591	13535	525	96.2660	3.7340
	Poll	3062756	7838	0.2559	7823	15	99.8086	0.1914
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3062756	21898	0.7150	21358	540	97.5340	2.4660
Total		5575992	21898	0.3927	21358	540	97.5340	2.4660
Whether resolution is Pass or Not.							Yes	



Resolution (8)

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, 2019.				
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		2513236	100.0000	2513236	0	100.0000	0.0000
	Poll	2513236	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2513236	2513236	100.0000	2513236	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		18127	0.5919	17600	527	97.0927	2.9073
	Poll	3062756	7838	0.2559	7838	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3062756	25965	0.8478	25438	527	97.9703	2.0297
Total		5575992	2539201	45.5381	2538674	527	99.9792	0.0208
Whether resolution is Pass or Not.							Yes	





DEEPA V. RAMANI
COMPANY SECRETARY

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING &
PHYSICAL BALLOT**

FOR POCL ENTERPRISES LIMITED

To,

The Chairman,

31st Annual General Meeting (AGM) of the Shareholders of POCL Enterprises Limited held on Wednesday, September 11, 2019 at 10:30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No.168, T.T.K. Road, Royapettah, Chennai - 600 014.

Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot at AGM conducted at the 31st AGM of POCL Enterprises Limited (the Company) held on Wednesday, September 11, 2019

I, Deepa V Ramani, Company Secretary in Practice, Chennai, having Membership No. 5574, CP No. 8760, have been appointed as Scrutinizer by the Board of Directors of POCL Enterprises Limited (the Company) vide Board resolution passed on August 13, 2019 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 31st Annual General Meeting of the Company held on Wednesday, September 11, 2019 at 10.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No.168, T.T.K. Road, Royapettah, Chennai - 600 014.

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 remote electronic voting to the shareholders of the Company from 9:00 a.m. on September 8, 2019 to 5:00 p.m. on September 10, 2019. 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 aforesaid 31st Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website <https://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 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting) and voting by use of ballots at the AGM} by the shareholders on the resolutions/matters proposed in the Notice of the 31st 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 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 4, 2019. As on that date, the Company had 6055 (Six Thousand Fifty-Five) shareholders.

The Company had sent the Notices of the AGM by email to 4022 (Four Thousand and Twenty-Two) shareholders whose email ids were made available by the shareholders themselves. Further, the Company has sent physical notices by Courier/Post to 1899 (Two Thousand One Hundred and Twenty). 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%20Report%202018-19.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, as 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 8, 2019 to 5:00 p.m. on September 10, 2019.

The Company also released an advertisement, which was published 21 days in advance of the date of the AGM, on August 17, 2019 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".





At the end of the voting period on September 10, 2019 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On September 11, 2019, 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. Ravishankar P and Mr. Nikhil R 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 31st AGM of the Company, members at the venue of the AGM present were allowed to cast their vote through ballot (Physical Ballot). 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 locations 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 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 Valid votes (as per details provided under each one of the Resolutions mentioned hereunder)
26 (through e-Voting)	2531363	Various as mentioned under each of the Resolution
10 (by way of Physical Ballot at AGM)	7838	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, 2019, 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
E-voting	2530863	500	-
Physical Ballot at AGM	7838	-	-
Total	2538701	500	-
Total - %	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
E-voting	725853	525	-
Physical Ballot at AGM	7838	-	-
Total	733691	525	-
Total - %	99.928%	0.072%	





Special Business:

Agenda No. 3:

Re-Appointment of Mr. D P Venkataraman (DIN: 00232894) as an Independent Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2530863	500	-
Physical Ballot at AGM	7823	15	-
Total	2538686	515	-
Total - %	99.98%	0.02%	

Agenda No. 4:

Re-Appointment of Mr. Harish Kumar Lohia (DIN: 00233227) as an Independent Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2528704	525	-
Physical Ballot at AGM	7838	-	-
Total	2536542	525	-
Total - %	99.979%	0.021%	





Agenda No. 5:

Re-Appointment of Mrs. Indra Somani (DIN: 07136517) as an Independent Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2530836	527	-
Physical Ballot at AGM	7838	-	-
Total	2538674	527	-
Total - %	99.979%	0.021%	

Agenda No. 6:

Approval for Related Party Transactions with M/s. Ardee Industries Private Limited

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	13535	525	-
Physical Ballot at AGM	7823	15	-
Total	21358	540	-
Total - %	97.534%	2.466%	





Agenda No. 7:

Approval for Grant of Loan to M/s. Ardee Industries Private Limited

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	13535	525	-
Physical Ballot at AGM	7823	15	-
Total	21358	540	-
Total - %	97.534%	2.466%	

Agenda No. 8:

Ratification of Remuneration of the Cost Auditors for the Financial Year ended March 31, 2019

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	2530836	527	-
Physical Ballot at AGM	7838	-	-
Total	2538674	527	-
Total - %	99.979%	0.021%	





All the Resolutions/Matters indicated in the notice to the said AGM stand passed under e-Voting and Physical Ballot at the Annual General Meeting with the combined 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 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,

Deepa V. Ramani



DEEPA V RAMANI
Company Secretary in Practice
FCS -5574; CP -8760

Place: Chennai

Date: September 11, 2019

Witness 1: *Ravi Shankar P.*

Name : RAVI SHANKAR P

Address : 15, JANANI AMMAN,
HOSTEL, KUCHERY ROAD,
MYLAPORE, CHENNAI - 60

Occupation : SERVICE

Witness 2: *Nithil R.*

Name : NITHIL R

Address : 5-B RAINBOW COLONY,
KEELKATTALAI,
CHENNAI - 600117

Occupation : SERVICE