



**REF: POEL/BNS/BSE/2024-25/27**  
**SEPTEMBER 25, 2024**

BSE LIMITED  
PHIROZE JEEJEEBHOY TOWERS  
DALAL STREET  
MUMBAI- 400001

**Scrip Code - 539195**

Dear Sir,

**Sub : Disclosure of Voting Results & Consolidated Scrutinisers Report**

The 36<sup>th</sup> Annual General Meeting of POCL Enterprises Limited was held on September 23, 2024 at 05:00 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and the businesses as mentioned in the Notice dated 01-08-2024 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

Digitally signed by Aashish Kumar K Jain  
DN: c=IN, st=Tamil Nadu,  
2.5.4.20=a7a8abbf893c75d977c4343c263cc998660d0  
9142066189c3106571a0d6d6102,  
postalCode=600001, street=32 3rd floor, narayana  
mudali street, Chennai Chennai 600, Chennai, Chennai,  
pseudonym=ce85e6eb7419966022695470bc8742,  
serialNumber=Ba:5136bb8e4cafa2160dd330f5715  
7225d7b3d55c3ab4164c6b36c4d970, uid=-2366,  
o=Personal, cn=Aashish Kumar K Jain  
Date: 2024.09.25 17:06:03 +05'30'

**AASHISH KUMAR K JAIN**  
**COMPANY SECRETARY & FINANCE HEAD**

<b>General information about company</b>	
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)	23-09-2024
Start time of the meeting	05:00 PM
End time of the meeting	06:54 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	DEEPA V RAMANI
Firms Name	DEEPA V RAMANI
Qualification	CS
Membership Number	5574
Date of Board Meeting in which appointed	01-08-2024
Date of Issuance of Report to the company	24-09-2024

Voting results	
Record date	16-09-2024
Total number of shareholders on record date	8129
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	8
b) Public	47
<b>No. of resolution passed in the meeting</b>	<b>15</b>

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, 2024, 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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	21939	0.6735	21909	30	99.8633	0.1367
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	21939	0.6735	21909	30	99.8633	0.1367
<b>Total</b>		5575992	2340247	41.9701	2340217	30	99.9987	0.0013
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution		--						

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To declare dividend on equity shares for the financial year ended March 31, 2024.					
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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	21939	0.6735	21809	130	99.4074	0.5926
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	21939	0.6735	21809	130	99.4074	0.5926
<b>Total</b>		5575992	2340247	41.9701	2340117	130	99.9944	0.0056
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			--					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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 Dr. Padam Chandra Bansal (DIN: 00232863), who retires by rotation and being eligible, offers himself for re-appointment.				
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	2318308	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	21939	0.6735	21765	174	99.2069	0.7931
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	21939	0.6735	21765	174	99.2069	0.7931
<b>Total</b>		5575992	21939	0.3935	21765	174	99.2069	0.7931
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			The number of votes polled excludes 10,38,100 votes, which are invalidated by the scrutinizer.					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	1038100
Public Insitutions	
Public - Non Insitutions	

Resolution (4)								
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. Harsh Bansal (DIN: 08139235), who retires by rotation and being eligible, offers himself for re-appointment.					
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	2318308	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	21939	0.6735	21765	174	99.2069	0.7931
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		21939	0.6735	21765	174	99.2069	0.7931
<b>Total</b>		5575992	21939	0.3935	21765	174	99.2069	0.7931
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			The number of votes polled excludes 11,91,117 votes, which are invalidated by the scrutinizer.					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	1191117
Public Insitutions	
Public - Non Insitutions	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Indu Bala (DIN: 10709651), 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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	21939	0.6735	21765	174	99.2069	0.7931
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	21939	0.6735	21765	174	99.2069	0.7931
<b>Total</b>		5575992	2340247	41.9701	2340073	174	99.9926	0.0074
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			--					

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Ramachandran Balachandran (DIN: 01648200), 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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2318308	2318308	100.0000	2318308	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	21939	0.6735	21765	174	99.2069	0.7931
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3257684	21939	0.6735	21765	174	99.2069
<b>Total</b>		5575992	2340247	41.9701	2340073	174	99.9926	0.0074
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			--					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in the terms of remuneration of Mr. Devakar Bansal (DIN: 00232565), Managing Director of the company				
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	2318308	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2318308	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	16764	4225	79.8704	20.1296
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3257684	20989	0.6443	16764	4225	79.8704
<b>Total</b>		5575992	20989	0.3764	16764	4225	79.8704	20.1296
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution		The number of votes polled excludes 6,03,961 votes, which are invalidated by the scrutinizer.						

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	603961
Public Insitutions	
Public - Non Insitutions	

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in the terms of Remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617), Managing Director of the company.				
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	2318308	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2318308	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	16934	4055	80.6804	19.3196
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3257684	20989	0.6443	16934	4055	80.6804
<b>Total</b>		5575992	20989	0.3764	16934	4055	80.6804	19.3196
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			The number of votes polled excludes 4,34,859 votes, which are invalidated by the scrutinizer.					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	434859
Public Insitutions	
Public - Non Insitutions	

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Revision in the terms of remuneration of Mr. Harsh Bansal (DIN: 08139235), Whole-time Director of the company.				
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	2318308	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	16764	4225	79.8704	20.1296
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	20989	0.6443	16764	4225	79.8704	20.1296
<b>Total</b>		5575992	20989	0.3764	16764	4225	79.8704	20.1296
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution		The number of votes polled excludes 11,91,117 votes, which are invalidated by the scrutinizer.						

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	1191117
Public Insitutions	
Public - Non Insitutions	

Resolution (10)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Revision in the terms of remuneration of Mr. Amber Bansal (DIN: 08139234), Whole-time Director of the company.					
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	2318308	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20988	0.6443	16764	4224	79.8742	20.1258
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	20988	0.6443	16764	4224	79.8742	20.1258
<b>Total</b>		5575992	20988	0.3764	16764	4224	79.8742	20.1258
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			The number of votes polled excludes 13,40,004 votes, which are invalidated by the scrutinizer.					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	1340004
Public Insitutions	
Public - Non Insitutions	

Resolution (11)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the sub-division of equity shares of the company from face value of Rs.10/- (Rupees Ten only) per equity share to Rs. 2/- (Rupees Two only) per equity share.				
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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	20959	30	99.8571	0.1429
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	20989	0.6443	20959	30	99.8571	0.1429
<b>Total</b>		5575992	2339297	41.9530	2339267	30	99.9987	0.0013
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution		--						

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (12)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Alteration of capital clause of the Memorandum of Association of the company.					
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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2318308	2318308	100.0000	2318308	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	20959	30	99.8571	0.1429
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3257684	20989	0.6443	20959	30	99.8571
<b>Total</b>		5575992	2339297	41.9530	2339267	30	99.9987	0.0013
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution		--						

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (13)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for increase in borrowing powers of the company pursuant to Section 180(1)(c) of the companies Act, 2013.				
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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	20957	32	99.8475	0.1525
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	20989	0.6443	20957	32	99.8475	0.1525
<b>Total</b>		5575992	2339297	41.9530	2339265	32	99.9986	0.0014
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			--					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (14)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Authorisation under section 180(1)(a) of the companies act, 2013, to create/ modify charge on the movable/ immovable assets including undertakings of the company, both present and future, to secure borrowings.					
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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	20959	30	99.8571	0.1429
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	20989	0.6443	20959	30	99.8571	0.1429
<b>Total</b>		5575992	2339297	41.9530	2339267	30	99.9987	0.0013
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution		--						

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution (15)								
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, 2024.				
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	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	2318308	2318308	100.0000	2318308	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3257684	20989	0.6443	20958	31	99.8523	0.1477
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3257684	20989	0.6443	20958	31	99.8523	0.1477
<b>Total</b>		5575992	2339297	41.9530	2339266	31	99.9987	0.0013
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution			--					

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

## 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 – 36<sup>th</sup> Annual General Meeting of**  
**POCL Enterprises Limited**

Willingdon Crescent, 1<sup>st</sup> Floor, No.6/2,  
Pycrofts Garden Road, Nungambakkam,  
Chennai - 600006

**Sub: Consolidated Scrutinizer's Report on Electronic Voting for the 36<sup>th</sup> Annual General Meeting of POCL Enterprises Limited ("*the Company*") held on Monday, 23<sup>rd</sup> September, 2024 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 1<sup>st</sup> August, 2024 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 36<sup>th</sup> Annual General Meeting ("**AGM**") of POCL Enterprises Limited on Monday, 23<sup>rd</sup> September, 2024 at 05:00 P.M. through VC / OAVM.

The AGM Notice dated 1<sup>st</sup> August 2024, 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 28<sup>th</sup> August 2024 and on 31<sup>st</sup> August 2024, in English newspaper "Trinity Mirror" and regional language newspaper "Makkal Kural", in compliance with

(i) the circular of the Ministry of Corporate Affairs

- general circular 14/2020 dated 8<sup>th</sup> April 2020
- general circular 17/2020 dated 13<sup>th</sup> April 2020
- general circular 20/2020 dated 5<sup>th</sup> May 2020
- general circular 02/2021 dated 13<sup>th</sup> January 2021
- general circular 19/2021 dated 8<sup>th</sup> December 2021
- general circular 21/2021 dated 14<sup>th</sup> December 2021
- general circular 2/2022 dated 5<sup>th</sup> May 2022 and
- general circular 10/2022 dated 28<sup>th</sup> December 2022
- general circular 09/2023 dated 25<sup>th</sup> September 2023  
(collectively referred to as "MCA Circulars")



(ii) circulars of the Securities and Exchange Board of India ('SEBI')

- SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,
- SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated January 15, 2021,
- SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 and
- SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023
- SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023  
(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 20<sup>th</sup> September, 2024 till 5:00 p.m. on 22<sup>nd</sup> September, 2024.

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 36<sup>th</sup> Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website [www.evotingindia.com](http://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 16<sup>th</sup> September, 2024. As on that date, the Company had 8129 (Eight Thousand One Hundred and Twenty-Nine 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/2023-24/Annual%20Report/Annual%20Report%202023-24.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 20<sup>th</sup> September, 2024 till 5:00 p.m. on 22<sup>nd</sup> September, 2024.

The Company also released an advertisement on 31<sup>st</sup> August 2024 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 22<sup>nd</sup> September, 2024 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 23<sup>rd</sup> September, 2024, the e-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. Amruthavarshini.V and Ms. Aishwarya 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:

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## Ordinary Business

### Agenda No. 1:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, 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
Remote E-voting prior to AGM	23,40,215	30	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,40,217</b>	<b>30</b>	NIL
<b>Total - % (approx)</b>	<b>99.99%</b>	<b>0.01 %</b>	

### Agenda No. 2:

To declare dividend on equity shares for the financial year ended March 31, 2024.

**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
Remote E-voting prior to AGM	23,40,115	130	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,40,117</b>	<b>130</b>	NIL
<b>Total - % (approx)</b>	<b>99.99%</b>	<b>0.01 %</b>	



**Agenda No. 3:**

To appoint a Director in the place of Dr Padam Chandra Bansal (DIN: 00232863), 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
Remote E-voting prior to AGM	21763	174	10,38,100
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>21765</b>	<b>174</b>	10,38,100
<b>Total - % (approx.)</b>	<b>99.21%</b>	<b>0.79%</b>	

**Agenda No. 4:**

To appoint a Director in the place of Mr. Harsh Bansal (DIN: 08139235), 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
Remote E-voting prior to AGM	21,763	174	11,91,117
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>21,765</b>	<b>174</b>	11,91,117
<b>Total - % (approx.)</b>	<b>99.21%</b>	<b>0.79%</b>	



**Special Business:**

**Agenda No. 5:**

*Appointment of Mrs. Indu Bala (DIN: 10709651), as an Independent Director*

**Type of Resolution:** Special Resolution

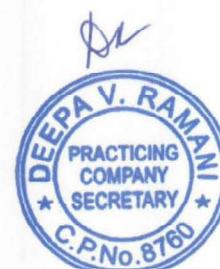
Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	23,40,071	174	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,40,073</b>	<b>174</b>	NIL
<b>Total - % (approx)</b>	<b>99.99 %</b>	<b>0.01 %</b>	

**Agenda No. 6:**

*Appointment of Dr. Ramachandran Balachandran (DIN: 01648200), as an Independent Director*

**Type of Resolution:** Special Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	23,40,071	174	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,40,073</b>	<b>174</b>	NIL
<b>Total - % (approx)</b>	<b>99.99 %</b>	<b>0.01%</b>	



**Agenda No. 7:**

*Revision in the terms of remuneration of Mr. Devakar Bansal (DIN: 00232565),  
Managing Director of the Company*

**Type of Resolution:** Special Resolution

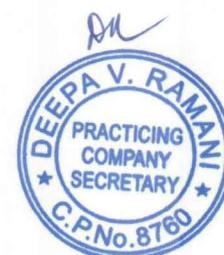
Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	16,762	4,225	6,03,961
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>16,764</b>	<b>4,225</b>	6,03,961
<b>Total - % (approx)</b>	<b>79.87%</b>	<b>20.13%</b>	

**Agenda No. 8:**

*Revision in the terms of Remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617),  
Managing Director of the Company*

**Type of Resolution:** Special Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	16,932	4,055	4,34,859
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>16,934</b>	<b>4,055</b>	4,34,859
<b>Total - % (approx)</b>	<b>80.68%</b>	<b>19.32%</b>	



**Agenda No. 9:**

*Revision in the terms of remuneration of Mr. Harsh Bansal (DIN: 08139235), Wholetime Director of the Company*

**Type of Resolution:** Special Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	16,762	4,225	11,91,117
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>16,764</b>	<b>4,225</b>	11,91,117
<b>Total - % (approx)</b>	<b>79.87%</b>	<b>20.13%</b>	

**Agenda No. 10:**

*Revision in the terms of remuneration of Mr. Amber Bansal (DIN: 08139234), Wholetime Director of the Company*

**Type of Resolution:** Special Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	16,762	4,224	13,40,004
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	16,764	<b>4,224</b>	13,40,004
<b>Total - % (approx)</b>	<b>79.87%</b>	<b>20.13%</b>	



**Agenda No. 11:**

To approve the sub-division of Equity shares of the Company from face value of Rs. 10/- (Rupees ten only) per equity share to Rs. 2/- (Rupees two only) per Equity share

**Type of Resolution:** Ordinary Resolution

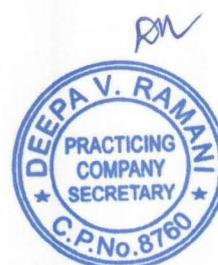
Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	23,39,265	30	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,39,267</b>	<b>30</b>	NIL
<b>Total - % (approx)</b>	<b>99.99 %</b>	<b>0.01 %</b>	

**Agenda No. 12:**

Alteration of Capital Clause of the Memorandum of Association of the Company

**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
Remote E-voting prior to AGM	23,39,265	30	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,39,267</b>	<b>30</b>	NIL
<b>Total - % (approx)</b>	<b>99.99 %</b>	<b>0.01 %</b>	



**Agenda No. 13:**

*Approval for increase in borrowing powers of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013*

**Type of Resolution:** Special Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	23,39,265	30	NIL
Remote E-voting during the AGM	0	2	NIL
<b>Total</b>	<b>23,39,265</b>	<b>32</b>	NIL
<b>Total - % (approx)</b>	<b>99.99 %</b>	<b>0.01%</b>	

**Agenda No. 14:**

*Authorisation under Section 180(1)(a) of the Companies Act, 2013, to create/ modify charge on the movable/ immovable assets including undertakings of the Company, both present and future, to secure borrowings*

**Type of Resolution:** Special Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
Remote E-voting prior to AGM	23,39,265	30	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,39,267</b>	<b>30</b>	NIL
<b>Total - % (approx)</b>	<b>99.99 %</b>	<b>0.01 %</b>	



**Agenda No. 15:**

*Ratification of remuneration of the cost auditor for the financial year ended March 31, 2024*

**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
Remote E-voting prior to AGM	23,39,264	31	NIL
Remote E-voting during the AGM	2	0	NIL
<b>Total</b>	<b>23,39,266</b>	<b>31</b>	NIL
<b>Total - % (approx)</b>	<b>99.99 %</b>	<b>0.01%</b>	

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  
Peer Review No. 5869/2024  
**UDIN: F005574F001295863**  
**Place:** Chennai  
**Date:** 24<sup>th</sup> September 2024

**Witness 1:**

*Amruthavarshini V*

**Name:** Amruthavarshini. V

**Address:** 8/23 Nattu veerachi  
Street Mylapore  
Chennai 600004

**Occupation:** Service

**Witness 2:**

*AJ*

**Name:** Aishwarya Kumar

**Address:** Flat # S2, Windsor  
Squares Sriramulu  
Street, Saligramam,  
Chennai - 600093

**Occupation:** Service