



Ref: POEL/SKK/BSE/2017 - 18/24  
September 15, 2017

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Dear Sir,

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

The Twenty Ninth (29<sup>th</sup>) Annual General Meeting of POCL Enterprises Limited was held on Thursday, September 14, 2017 at 10:30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai - 600 014.

We are enclosing herewith below-mentioned Reports for your perusal:

1. Voting results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinisers Report dated September 15, 2017, pursuant to Section 108 & 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended.

This is for your information and record.

Thanking You,

Yours faithfully,  
For **POCL Enterprises Limited**



**Aashish Kumar K Jain**  
Company Secretary



*Encl: As above*



General information about company	
Scrip code	539195
Name of the company	POCL Enterprises Limited
Type of meeting	AGM
Date of the meeting	14-09-2017
Start time of the meeting	10:30 AM
End time of the meeting	12:10 PM

Voting results	
Record date	07-09-2017
Total number of shareholders on record date	6526
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	10
b) Public	123
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>5</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, 2017, the Boards Report and Auditors 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		2643069	100.0000	2643069	0	100.0000	0.0000
	Poll	2643069	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2643069	2643069	100.0000	2643069	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	30000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	30000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		6369	0.2194	6369	0	100.0000	0.0000
	Poll	2902923	474	0.0163	474	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2902923	6843	0.2357	6843	0	100.0000	0.0000
<b>Total</b>		5575992	2649912	47.5236	2649912	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							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 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		2643069	100.0000	2643069	0	100.0000	0.0000
	Poll	2643069	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2643069	2643069	100.0000	2643069	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	30000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	30000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		6369	0.2194	6369	0	100.0000	0.0000
	Poll	2902923	474	0.0163	474	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2902923	6843	0.2357	6843	0	100.0000	0.0000
<b>Total</b>		5575992	2649912	47.5236	2649912	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	



### Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To ratify the appointment of Statutory Auditors of the Company and 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		2643069	100.0000	2643069	0	100.0000	0.0000	
	Poll	2643069	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		2643069	2643069	100.0000	2643069	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	30000	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		30000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		6369	0.2194	6369	0	100.0000	0.0000	
	Poll	2902923	474	0.0163	474	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		2902923	6843	0.2357	6843	0	100.0000	0.0000
<b>Total</b>			5575992	2649912	47.5236	2649912	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes		



### Resolution (4)

Resolution required: (Ordinary / Special)								
Whether promoter/promoter group are interested in the agenda/resolution?		Special						
		Yes						
Description of resolution considered		Change in Designation of Mr. Sunil Kumar Bansal (DIN: 00232617) as the 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		2643069	100.0000	2643069	0	100.0000	0.0000
	Poll	2643069	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2643069	2643069	100.0000	2643069	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	30000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	30000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		6369	0.2194	6369	0	100.0000	0.0000
	Poll	2902923	474	0.0163	474	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2902923	6843	0.2357	6843	0	100.0000	0.0000
<b>Total</b>		5575992	2649912	47.5236	2649912	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							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, 2017.				
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		2643069	100.0000	2643069	0	100.0000	0.0000
	Poll	2643069	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2643069	2643069	100.0000	2643069	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	30000	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	30000	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		6369	0.2194	6369	0	100.0000	0.0000
	Poll	2902923	474	0.0163	474	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2902923	6843	0.2357	6843	0	100.0000	0.0000
<b>Total</b>		5575992	2649912	47.5236	2649912	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	



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

To,

**The Chairman,  
29<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of POCL Enterprises Limited held on Thursday, 14<sup>th</sup> September, 2017 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 29<sup>th</sup> AGM of POCL Enterprises Limited (the Company) held on Thursday, 14<sup>th</sup> September, 2017**

We, M/s. KSM Associates, Practicing Company Secretaries, Chennai, represented by Mr. Krishna Sharan Mishra having Membership No. 6447, CP No. 7039, have been appointed as Scrutinizer by the Board of Directors of POCL Enterprises Limited (the Company) vide Board resolution passed on 30<sup>th</sup> May, 2017 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 29<sup>th</sup> Annual General Meeting of the Company held on Thursday, 14<sup>th</sup> September, 2017 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 11<sup>th</sup> September, 2017 to 5:00 p.m. on 13<sup>th</sup> September, 2017. 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 29<sup>th</sup> 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.



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 29<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management of the Company. Our 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 7<sup>th</sup> September, 2017. As on that date the Company had 6,526 (Six Thousand Five Hundred and Twenty-Six) shareholders.

The Company had sent the Notices of the AGM by email to 3,935 (Three Thousand Nine Hundred and Thirty-Five) shareholders whose email ids were made available by the shareholders themselves. Further, the Company has sent physical notices by Speed Post/Courier to 2,630. 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 2016-17 POEL.pdf](http://poel.in/pdf/Annual%20Report%202016-17%20POEL.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 11<sup>th</sup> September, 2017 to 5:00 p.m. on 13<sup>th</sup> September, 2017.

The Company also released an advertisement, which was published 21 days in advance of the date of the AGM, on 23<sup>rd</sup> August, 2017 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".

At the end of the voting period on 13<sup>th</sup> September, 2017 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On 14<sup>th</sup> September, 2017, 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 us as a Scrutinizer in the presence of Ms. Somya Mishra and Mr. Hari prasath 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 29<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 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 our presence with due identification mark placed by us. After completion of voting through Physical Ballot, the locked ballot box was opened in our 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 <b>Valid votes</b> (as per details provided under each one of the Resolutions mentioned hereunder)
16 (through e-Voting)	26,49,438	Various as mentioned under each of the Resolution
18 (by way of Physical Ballot at AGM)	474	Various as mentioned under each of the Resolution

*M. Somya Mishra*  




**(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, 2017, 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	26,49,438	-	-
Physical Ballot at AGM	474	-	-
<b>Total</b>	<b>26,49,912</b>	-	-
<b>Total - %</b>	<b>100</b>	-	-

**Agenda No.2:**

*To appoint a Director in 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 <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	26,49,438	-	-
Physical Ballot at AGM	474	-	-
<b>Total</b>	<b>26,49,912</b>	-	-
<b>Total - %</b>	<b>100</b>	-	-

**Agenda No.3:**

*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	26,49,438	-	-
Physical Ballot at AGM	474	-	-
<b>Total</b>	<b>26,49,912</b>	-	-
<b>Total - %</b>	<b>100</b>	-	-

**Special Business:**

**Agenda No.4:**

*Change in Designation of Mr. Sunil Kumar Bansal (DIN: 00232617) as 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
E-voting	26,49,438	-	-
Physical Ballot at AGM	474	-	-
<b>Total</b>	<b>26,49,912</b>	-	-
<b>Total - %</b>	<b>100</b>	-	-

**Agenda No.5:**

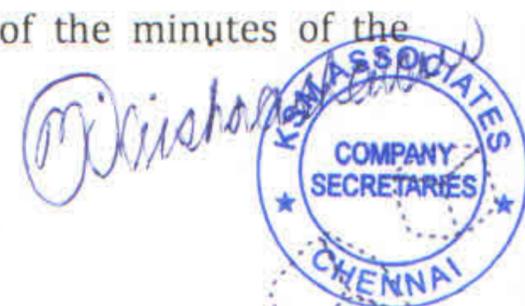
*Ratification of remuneration of the Cost Auditors for the financial year ended March 31, 2017.*

**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	26,49,438	-	-
Physical Ballot at AGM	474	-	
<b>Total</b>	<b>26,49,912</b>	-	
<b>Total - %</b>	<b>100</b>	-	

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.

We hereby confirm that we are 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. We 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: 15<sup>th</sup> September 2017

**Witness 1** : Somya Mishra

**Witness 2** : M. Hari prasath

**Name** : Somya Mishra

**Name** : M. Hari prasath

**Address** : No.220, Dr Natesan Road,  
Triplicane, Chennai  
PIN:- 600005

**Address** : NO: 3/7 IYYAPPAN STREET  
ULLAGARAM MADIPPAKAM  
CHENNAI - 600091

**Occupation** : Service

**Occupation** : SERVICE

