

POLYCHEM LIMITED

REGD. OFFICE: 7, JAMSHEDJI TATA ROAD, CHURCHGATE RECLAMATION, MUMBAI-400 020



TELEPHONE 91 22 2282 0048

FAX 91 22 2285 0606

URL : <http://www.polychemltd.com>

EMAIL : polychemltd@kilachand.com

CIN : L24100MH1955PLC009663

HO : CS&CO:348/2019

2nd August, 2019

To,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Company Code - 506605

Dear Sirs,

Sub: Voting Results as required under Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer Report.

With reference to the above we may inform you that the 62nd Annual General Meeting of the Company held on Friday, 2nd August, 2019 at 11.00 a.m., at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12 K. Dubash Marg, Fort, Mumbai - 400 001. All items of business as mentioned in the Notice dated 11th May, 2019 convening the said Annual General Meeting have been transacted and all Resolutions (Resolution Nos. 1 to 7) have been passed by the Shareholders by requisite majority by E-voting and through voting by poll conducted at the Annual General Meeting. In this regard please find the following attachments:

1. Voting Results as required under Regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. and
2. Consolidated Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management & Administration) Amendment Rules, 2015.

You are requested to take this on record.

Yours faithfully,
For **Polychem Limited**

Deepali V. Chauhan
Company Secretary & Compliance officer

POLYCHEM LIMITED

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Voting Results

Regulation 44 of SEBI (LODR) Regulations, 2015

Date of the Annual General Meeting	August 2, 2019
Total Number of Shareholders as on cut-off date (E-Voting)	9944 (as on July 26, 2019)
No. of Shareholders present in the meeting either in person or through proxy	48
Promoters and Promoter group	9
Public	39

Agenda:

1. To receive, consider and adopt the Standalone and Consolidated financial statements of the Company for the year ended 31st March, 2019, including the audited Standalone and Consolidated Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

Resolution required: Ordinary

Mode of Voting: E-Voting and Poll

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	210,465	210,465	100.00	210,465	0	100.00	0.00
Public Institutional Holders	17,386	0	0.00	0	0	0.00	0.00
Public - others	176,194	170	0.09	170	0	100.00	0.00
Total	404,045	210,635	52.13	210,635	0	100.00	0.00



2. Declaration of Dividend of Rs 2.5/- per equity share for Financial Year 31st March, 2019.

Resolution required : Ordinary

Mode of Voting : E-Voting and Poll

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	210,465	210,465	100.00	210,465	0	100.00	0.00
Public Institutional Holders	17,386	0	0.00	0	0	0.00	0.00
Public - others	176,194	170	0.09	170	0	100.00	0.00
Total	404,045	210,635	52.13	210,635	0	100.00	0.00

3. Re-appointment of Mr. A. H. Mehta (DIN 00005523) who retires by rotation.

Resolution required : Ordinary

Mode of Voting : E-Voting and Poll

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	210,465	210,465	100.00	210,465	0	100.00	0.00
Public Institutional Holders	17,386	0	0.00	0	0	0.00	0.00
Public - others	176,194	170	0.09	170	0	100.00	0.00
Total	404,045	210,635	52.13	210,635	0	100.00	0.00



4. Determination of fees for delivery of any document through a particular mode of delivery to members of the Company.

Resolution required : Ordinary

Mode of Voting : E-Voting and Poll

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	210,465	210,465	100.00	210,465	0	100.00	0.00
Public Institutional Holders	17,386	0	0.00	0	0	0.00	0.00
Public - others	176,194	170	0.09	170	0	100.00	0.00
Total	404,045	210,635	52.13	210,635	0	100.00	0.00

5. Re-appointment of Mr. T. R. Kilachand (DIN 00006659) as a Non-Executive Director and Chairman.

Resolution required : Special

Mode of Voting : E-Voting and Poll

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	210,465	210,465	100.00	210,465	0	100.00	0.00
Public Institutional Holders	17,386	0	0.00	0	0	0.00	0.00
Public - others	176,194	170	0.09	170	0	100.00	0.00
Total	404,045	210,635	52.13	210,635	0	100.00	0.00



6. Re-appointment of Mr. V. V. Sahasrabudhe (DIN 00296976) as an Independent Director for Second Term w.e.f. 5th August, 2019.

Resolution required : Special

Mode of Voting : E-Voting and Poll

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	210,465	210,465	100.00	210,465	0	100.00	0.00
Public Institutional Holders	17,386	0	0.00	0	0	0.00	0.00
Public - others	176,194	170	0.09	170	0	100.00	0.00
Total	404,045	210,635	52.13	210,635	0	100.00	0.00

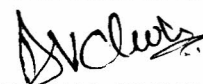
7. Re-appointment of Mr. C. R. Desai (DIN 03246010) as an Independent Director for Second Term w.e.f. 5th August, 2019.

Resolution required : Special

Mode of Voting : E-Voting and Poll

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	210,465	210,465	100.00	210,465	0	100.00	0.00
Public Institutional Holders	17,386	0	0.00	0	0	0.00	0.00
Public - others	176,194	170	0.09	170	0	100.00	0.00
Total	404,045	210,635	52.13	210,635	0	100.00	0.00

For POLYCHEM LIMITED



DEEPAI V. CHAUHAN

Date : 2nd August, 2019

Place : Mumbai

COMPANY SECRETARY & COMPLIANCE OFFICER



Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com
web: csraginichokshi.com

Date : _____

Consolidated Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman, 62nd Annual General Meeting (AGM) of the Equity Shareholders of **Polychem Limited**, held on Friday, 02nd August, 2019 at 11.00 A.M at Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12 K. Dubash Marg, Fort, Mumbai – 400001.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co., a Company Secretaries Firm having its registered office at 34, 5th Floor, Kamer Building, 38, Cawasji Patel Street, Fort, Mumbai 400001, have been appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll), voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the resolutions contained in the Notice dated 11th May, 2019 convening the 62nd AGM of the Equity Shareholders of the Company held on Friday, 02nd August, 2019 at 11.00 A.M at Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12 K. Dubash Marg, Fort, Mumbai – 400001.

The Notice dated 11th May, 2019 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions to be passed at the AGM of the Equity Shareholders of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.



The Shareholders of the Company holding shares of the Company as on the "cut-off" day of Friday, 26th July, 2019 were entitled to vote on the resolutions as contained in the Notice dated 11th May, 2019 of AGM of the Company.

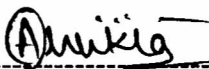
The period for remote e-voting commenced on Tuesday, 30th July, at 9:00 a.m. and ended on Thursday, 01th August, 2019 at 5:00 p.m.

After the end of the remote e-voting period i.e. 01st August, 2019 at 5.00 p.m., I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no. and number of shares held by the member have been seen to ensure that these members do not vote again at the AGM. However, the manner in which the votes were cast by the members were not available.

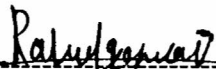
Further, the Chairman announced the voting through ballot paper at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked ballot box was subsequently opened in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the ballot box being opened in their presence.



Name: Abhishek Shukla

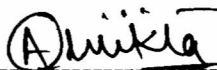


Name: Rahul Goswami

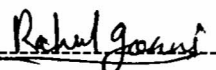
The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were incomplete and/or which were otherwise found defective, if any, have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of unblocking the e-voting results after AGM in their presence.



Name: Abhishek Shukla



Name: Rahul Goswami

We have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of NSDL and also the ballot forms received during the poll process at the AGM.



Resolution No. 1: Ordinary Resolution:

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	25	210509	99.94
Physical Ballots	19	126	00.06
Total	43	210635	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0

Resolution No. 2: Ordinary Resolution:

To declare dividend on Equity Shares

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	25	210509	99.94
Physical Ballots	19	126	00.06
Total	43	210635	100



(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0

Resolution No. 3: Ordinary Resolution:

To appoint a Director in place of Mr. A. H. Mehta (DIN: 00005523), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	25	210509	99.94
Physical Ballots	19	126	00.06
Total	43	210635	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0



Resolution No. 4: Ordinary Resolution:

To determine fees for delivery of any document through a particular mode of delivery to members of the Company

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	25	210509	99.94
Physical Ballots	19	126	00.06
Total	43	210635	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0

Resolution No. 5 : Special Resolution

Reappointment of Mr. T.R. Kilachand as a Non-Executive Director and Chairman

(i) Voted **in favor** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	25	210509	99.94
Physical Ballots	19	126	00.06
Total	43	210635	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0



(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0

Resolution 6: Special Resolution

Re-appointment of Mr. V.V. Shasrabudhe as an Independent Director for Second Term

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	25	210509	99.94
Physical Ballots	19	126	00.06
Total	43	210635	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0

Resolution 7: Special Resolution

Re-appointment of Mr. C. R. Desai as an Independent Director for Second Term

(i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	25	210509	99.94
Physical Ballots	19	126	00.06
Total	43	210635	100



(ii) Voted **against** the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballots	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Number of members voted	Number of votes cast by them
Remote e-Voting	0	0
Physical Ballots	0	0
Total	0	0


RESULTS:

I report that all the resolutions stated above stands approved by the Members of the Company with requisite majority.

The electronic data and all other relevant records relating to Remote E-voting and Physical Voting through Ballot Papers at the AGM venue is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking You,
Yours Faithfully,

For Ragini Chokshi & Co

R. K. Chokshi

Ragini Chokshi
(Partner)
ICSI M. No.: 2390
ICSI C.P No.: 1436

Place: Mumbai
Date: 2/8/2019

Countersigned
For POLYCHEM LIMITED

A. Chokshi
CHAIRMAN/AUTHORISED PERSON
(62nd ANNUAL GENERAL MEETING)