

Date: June 3, 2019

The Manager - Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

Dear Sir,

**Sub:** Filing of Scheme of amalgamation of Meloy Metals Private Limited ('Transferor Company') with Pondy Oxides and Chemicals Limited ('Transferee Company') under Regulation 37 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('the Regulations') as amended from time to time

In continuation to our application letter dated 29 May 2019 filed under Regulation 37 of the Regulations for the proposed Scheme of Amalgamation of Meloy Metals Private Limited ('Transferor Company') with Pondy Oxides and Chemicals Limited ('Transferee Company') and their respective shareholders and creditors ('the Scheme') we wish to furnish the following documents as under:

| S. No. | Particulars  | Reference  |
|--------|--|------------|
| 1.     | Draft workings of valuation report   | Annexure 1 |
| 2.     | Pre and post amalgamation shareholding pattern as per Regulation 31 of Transferee Company along with the brief details of the Board of Directors and Promoters of Transferee and Transferor Companies. | Annexure 2 |
| 3.     | Audited Financial Statements as on March 31, 2019 along with the Auditor's Report of Pondy Oxides and Chemicals Limited  | Annexure 3 |
| 4.     | Auditor's Report on the Financial Statements of Meloy Metals Private Limited as on 31 March 2019.  | Annexure 4 |
| 5.     | Undertaking to be submitted by listed company  | Annexure 5 |

A copy of the above documents have been uploaded on the listing interface. We request you to consider the above documents and grant your approval to the Scheme at your earliest convenience. Should you require any further information / clarification on the Scheme, we shall be glad to provide the same.

Thanking you.

Yours faithfully  
**For Pondy Oxides and Chemicals Limited**



K Kumaravel  
GM Finance and Company Secretary

Encl : As Above



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. India.  
Ph. : +91 - 44 - 4296 5454, Fax : +91 - 44 - 4296 5455  
e-mail : info@pocl.co.in Web : www.pocl.co.in  
CIN No. : L24294TN1995PLC030586  
GSTIN : 33AAACP5102D4Z4

**R VAIDYANATHAN** B.Com., ACA., ACMA.  
**REGISTERED VALUER**  
 Reg No.: IBBI/RV/03/2018/10049

**CONFIDENTIAL**

To

The Audit Committee,  
 Pondy Oxide and Chemicals Limited

To

The Board of Directors  
 Meloy Metals Private Limited.

Dear Sir / Madam,

Reg: My Valuation Report dated 25<sup>th</sup> May 2019

In continuation of my Valuation Report dated 25<sup>th</sup> May 2019 recommending of Fair Share Exchange Ratio for the proposed Amalgamation of Meloy Metals Private Limited ('MMPL') with Pondy Oxides and Chemicals Limited ('POCL') and with reference to my telephonic discussion with Mr. Kumaravel (General Manager Finance & Company Secretary of POCL) requesting me to provide for the following clarifications:

**a) Arrival of Fair Value attributable to Equity Shareholders of MMPL:**

The Fair Value attributable to Equity Shareholders of MMPL has been arrived based on the methodology explained in "Paragraph 9 'Valuation – Approach & Methodologies'" of my valuation report dt 25<sup>th</sup> May 2019.

The valuation of MMPL has been conducted based on 'Discounted Cash Flow Method' under Income Approach as per the explanation provided under paragraph '9.5 Income Approach – Discounted Cash Flow Method (DCF) Method'. The details are as below:

| FREE CASH FLOW TO EQUITY (Value Attributable to Equity Share Holders) |                  |           |           |           |           |               |
|---|------------------|-----------|-----------|-----------|-----------|---------------|
|   | Projection Years |           |           |           |           | In Lakhs      |
| Financial Year  | 2019-2020        | 2020-2021 | 2021-2022 | 2022-2023 | 2023-2024 | 2024-2025     |
| Projection Year   | 1                | 2         | 3         | 4         | 5         | 6             |
| Free Cash Flow to Equity (FCFE)                                       | 453.43           | -145.06   | 518.75    | 166.75    | 77.39     | 102.25        |
| Net Present Value of FCFE   | 384.33           | -103.30   | 311.75    | 84.56     | 33.12     | 37.29         |
| <b>Total Net Present Value of FCFE</b>                                |                  |           |           |           |           | <b>747.75</b> |

| Determination of Terminal Value (in Rs. Lakhs) |        |
|--|--------|
| Terminal Value                                 | 215.22 |
| Discounted Terminal Value                      | 77.73  |

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*Vaidyanathan*

For PONDY OXIDES AND CHEMICALS LTD

*S. S. S. S. S.*  
 GM Finance & Company Secretary



| Enterprise Value (In Lakhs Rs.)                         |               |
|---|---------------|
| Discounted Present Value of Projected Cash Flows        | 747.75        |
| Discounted Terminal Value                               | 77.73         |
| <b>Value to Equity Share Holders (Operating Assets)</b> | <b>825.48</b> |
| <b>Add : Non-Operative Assets</b>                       | <b>14.40</b>  |
| <b>Value to Equity Share Holders</b>                    | <b>839.88</b> |
| <b>Number of Equity Shares</b>                          | <b>231764</b> |
| <b>Value Per Share - in Rs.</b>                         | <b>362.38</b> |

**Note:** Considering the sensitive of above financial numbers, the workings were not provided in the valuation report, which is standard practice.

**b) Usage of Net Asset Value (Cost Approach ) in the Conduct of Valuation**

The Net Asset Value based valuation technique is based on the value of the underlying net assets of the business either on **Book Value** on **Reproduction Cost** or **Replacement cost** basis. Since, the company had a negative net worth as on 31.3.2019, Book Value wasn't considered in valuation. I have considered **Reproduction Cost** or **Replacement cost** basis in conducting the valuation. Hence, it should be logically construed that **Cost Approach** and **Net Asset Value Method** are one and the same.

Sub-Rule (1) of Rule 8 of the THE COMPANIES (REGISTERED VALUERS AND VALUATION) RULES, 2017 requires a Registered Valuer to conduct the valuation as per Internationally Accepted Valuation Standards.

I have conducted the Valuation as per International Valuation Standards 2017 (IVS, 2017), which is explained in Paragraph 1 'Conduct of Valuation' in my report. Since, IVS 2017 uses the term 'Cost Approach' and I have also used the same term in my valuation report.

Also, I invite your attention to paragraph 9.2 'Premises of Value / Basis of Value' of my report where I have conducted the Valuation as per the Premises of 'Highest and Best Use' and justification for choosing the same.



Date: 31<sup>st</sup> May 2019  
Place: Chennai

Respectfully Submitted,

R Vaidyanathan  
Registered Valuer  
IBBI/RV/03/2018/10049



## Pre Amalgamation shareholding pattern

| General information about company  |                                    |
|--|------------------------------------|
| Scrip code   | 532626                             |
| NSE Symbol   |                                    |
| MSEI Symbol  |                                    |
| ISIN   | INE063E01046                       |
| Name of the company  | Pondy Oxides and Chemicals Limited |
| Whether company is SME   | No                                 |
| Class of Security  | Equity Shares                      |
| Type of report   | Quarterly                          |
| Quarter Ended / Half year ended/Date of Report (For Prelisting / Allotment)                | 31-03-2019                         |
| Date of allotment / extinguishment (in case Capital Restructuring selected) / Listing Date |                                    |
| Shareholding pattern filed under   | Regulation 31 (1) (b)              |

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For PONDY OXIDES AND CHEMICALS LTD



GM Finance & Company Secretary



| Sr. No. | Particular   | Yes/No | Promoter and Promoter Group | Public shareholder | Non Promoter- Non Public |
|---------|--|--------|-----------------------------|--------------------|--------------------------|
| 1       | Whether the Listed Entity has issued any partly paid up shares?                        | No     | No                          | No                 | No                       |
| 2       | Whether the Listed Entity has issued any Convertible Securities ?                      | No     | No                          | No                 | No                       |
| 3       | Whether the Listed Entity has issued any Warrants ?                                    | No     | No                          | No                 | No                       |
| 4       | Whether the Listed Entity has any shares against which depository receipts are issued? | No     | No                          | No                 | No                       |
| 5       | Whether the Listed Entity has any shares in locked-in?                                 | No     | No                          | No                 | No                       |
| 6       | Whether any shares held by promoters are pledge or otherwise encumbered?               | No     | No                          |                    |                          |
| 7       | Whether company has equity shares with differential voting rights?                     | No     | No                          | No                 | No                       |



**Table I - Summary Statement holding of specified securities**

**Note : Data will be automatically populated from shareholding pattern sheet - Data Entry Restricted in this sheet**

| Category (I) | Category of shareholder (II)   | Nos. Of shareholders (III) | No. of fully paid up equity shares held (IV) | No. Of Partly paid up equity shares held (V) | No. Of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (X) |             |                   | No. Of Shares Underlying Outstanding convertible securities (XI) | No. of Shares Underlying Outstanding Warrants (XII) | No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XIII) (a) | Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XIV) = (VII)-(X) As a % of (A+B+C2) | Number of Locked in shares |         | Number of Shares pledged or otherwise encumbered |                | Number of equity shares held in dematerialized form (XV) |                                 |
|--------------|--------------------------------|----------------------------|--|--|---|--|---|--|-------------|-------------------|--|---|--|--|----------------------------|---------|--|----------------|--|---------------------------------|
|              |                                |                            |  |  |   |  |   | No of Voting (XIV) Rights                                    |             |                   |  |   |  |  | Total as a % of (A+B+C)    | No. (a) | As a % of total Shares held (b)                  | No. (a)        |  | As a % of total Shares held (b) |
|              |                                |                            |  |  |   |  |   | Class eg: X  | Class eg: Y | Total             |  |   |  |  |                            |         |  |                |  |                                 |
| (A)          | Promoter & Promoter Group      | 8                          | 2586312                                      |  |   | 2586312                                      | 46.38   | 2,586,312.00   |             | 2586312.00        | 46.38  |   |  |  |                            |         |  | 2586312        |  |                                 |
| (B)          | Public                         | 12718                      | 2989681                                      |  |   | 2989681                                      | 53.62   | 2989681.00   |             | 2989681.00        | 53.62  |   |  |  |                            |         |  | 2928647        |  |                                 |
| (C)          | Non Promoter- Non Public       |                            |  |  |   |  |   |  |             |                   |  |   |  |  |                            |         |  |                |  |                                 |
| (C1)         | Shares underlying DRs          |                            |  |  |   |  |   |  |             |                   |  |   |  |  |                            |         |  |                |  |                                 |
| (C2)         | Shares held by Employee Trusts |                            |  |  |   |  |   |  |             |                   |  |   |  |  |                            |         |  |                |  |                                 |
|              | <b>Total</b>                   | <b>12726</b>               | <b>5575993</b>                               |  |   | <b>5575993</b>                               | <b>100</b>  | <b>5575993.00</b>  |             | <b>5575993.00</b> | <b>100.00</b>  |   |  |  |                            |         |  | <b>5514959</b> |  |                                 |



| Sr.   | Category & Name of the Shareholders (I)   | Nos. Of shareholders (III) | No. of fully paid up equity shares held (IV) | No. Of Partly paid-up equity shares held (V) | No. Of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) |             |         |                                     | No. Of Shares Underlying Outstanding convertible securities (X) | No. of Shares Underlying Outstanding Warrants (XI) | No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XII) (a) | Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XIII) |                                 | Number of Shares pledged or otherwise encumbered (XIII) |                                 | Number of equity shares held in dematerialized form (XIV) |
|---|---|----------------------------|--|--|---|--|---|---|-------------|---------|-------------------------------------|---|--|---|---|-----------------------------------|---------------------------------|---|---------------------------------|---|
|   |   |                            |  |  |   |  |   | No of Voting (XIV) Rights                                     |             |         | Total as a % of Total Voting rights |   |  |   |   | No. (a)                           | As a % of total Shares held (b) | No. (a)   | As a % of total Shares held (b) |   |
|   |   |                            |  |  |   |  |   | Class eg: X   | Class eg: Y | Total   |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| <b>A Table II - Statement showing shareholding pattern of the Promoter and Promoter Group</b>                                   |   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (1)   | Indian  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (a)   | Individuals/Hindu undivided Family  | 8                          | 2586312                                      |  |   | 2586312                                      | 46.38   | 2586312.00  |             | 2586312 | 46.38                               |   |  | 46.38   |   |                                   |                                 |   | 2586312                         |   |
| (b)   | Central Government/ State Government(s)   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (c)   | Financial Institutions/ Banks   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (d)   | Any Other (specify)   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
|   | Sub-Total (A)(1)  | 8                          | 2586312                                      |  |   | 2586312                                      | 46.38   | 2586312.00  |             | 2586312 | 46.38                               |   |  | 46.38   |   |                                   |                                 |   | 2586312                         |   |
| (2)   | Foreign   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (a)   | Individuals (Non Resident Individuals/ Foreign Individuals)                                       |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (b)   | Government  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (c)   | Institutions  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (d)   | Foreign Portfolio Investor  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (e)   | Any Other (specify)   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
|   | Sub-Total (A)(2)  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
|   | Total Shareholding of Promoter and Promoter Group   | 8                          | 2586312                                      |  |   | 2586312                                      | 46.38   | 2586312.00  |             | 2586312 | 46.38                               |   |  | 46.38   |   |                                   |                                 |   | 2586312                         |   |
|   | Details of Shares which remain unclaimed for Promoter & Promoter Group                            |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| <b>B Table III - Statement showing shareholding pattern of the Public shareholder</b>   |   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| Note : Kindly show details of shareholders having more than one percentage of total no of shares. Please refer software manual. |   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (1)   | Institutions  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (a)   | Mutual Funds  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (b)   | Venture Capital Funds   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (c)   | Alternate Investment Funds  | 1                          | 3307   |  |   | 3307   | 0.06  | 3307  |             | 3307    | 0.06                                |   |  | 0.06  |   |                                   |                                 |   | 3307                            |   |
| (d)   | Foreign Venture Capital Investors   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (e)   | Foreign Portfolio Investors   | 1                          | 16000  |  |   | 16000  | 0.29  | 16000   |             | 16000   | 0.29                                |   |  | 0.29  |   |                                   |                                 |   | 16000                           |   |
| (f)   | Financial Institutions/ Banks   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (g)   | Insurance Companies   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (h)   | Provident Funds/ Pension Funds  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (i)   | Any Other (specify)   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
|   | Sub-Total (B)(1)  | 2                          | 19307  |  |   | 19307  | 0.35  | 19307.00  |             | 19307   | 0.35                                |   |  | 0.35  |   |                                   |                                 |   | 19307                           |   |
| (2)   | Central Government/ State Government(s)/ President of India                                       |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
|   | Sub-Total (B)(2)  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (3)   | Non-institutions  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (a)(i)  | Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.         | 11851                      | 2154516                                      |  |   | 2154516                                      | 38.64   | 2154516   |             | 2154516 | 38.64                               |   |  | 38.64   |   |                                   |                                 |   | 2095417                         |   |
| (a)(ii)   | Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | 4                          | 291629                                       |  |   | 291629                                       | 5.23  | 291629  |             | 291629  | 5.23                                |   |  | 5.23  |   |                                   |                                 |   | 291629                          |   |
| (b)   | NBFCs registered with RBI   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (c)   | Employee Trusts   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (d)   | Overseas Depositories (holding DRs) (balancing figure)  |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
| (e)   | Any Other (specify)   | 851                        | 524229                                       |  |   | 524229                                       | 9.40  | 524229  |             | 524229  | 9.40                                |   |  | 9.40  |   |                                   |                                 |   | 522294                          |   |
|   | Sub-Total (B)(3)  | 12716                      | 2970374                                      |  |   | 2970374                                      | 53.27   | 2970374.00  |             | 2970374 | 53.27                               |   |  | 53.27   |   |                                   |                                 |   | 2909340                         |   |
|   | Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)  | 12718                      | 2989681                                      |  |   | 2989681                                      | 53.62   | 2989681.00  |             | 2989681 | 53.62                               |   |  | 53.62   |   |                                   |                                 |   | 2928647                         |   |
|   | Details of the shareholders acting as persons in Concert for Public                               |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |
|   | Details of Shares which remain unclaimed for Public   |                            |  |  |   |  |   |   |             |         |                                     |   |  |   |   |                                   |                                 |   |                                 |   |



| Sr.  | Category & Name of the Shareholders (I)  | Nos. Of shareholders (III) | No. of fully paid up equity shares held (IV) | No. Of Partly paid-up equity shares held (V) | No. Of shares underlying & Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) |             |         | No. Of Shares Underlying Outstanding convertible securities (X) | No. of Shares Underlying Outstanding Warrants (XI) | No. Of Shares Underlying Outstanding convertible securities and Warrants (XI) (a) | Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) (XII) = (VIII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XIII)   |         | Number of Shares pledged or otherwise encumbered (XIII) |         | Number of equity shares held in dematerialized form (XIV) |                                 |
|--|--|----------------------------|--|--|---|--|---|---|-------------|---------|---|--|---|---|-------------------------------------|---------|---|---------|---|---------------------------------|
|  |  |                            |  |  |   |  |   | No of Voting (XIV) Rights                                     |             |         |   |  |   |   | Total as a % of Total Voting rights | No. (a) | As a % of total Shares held (b)                         | No. (a) |   | As a % of total Shares held (b) |
|  |  |                            |  |  |   |  |   | Class eg: X   | Class eg: Y | Total   |   |  |   |   |                                     |         |   |         |   |                                 |
| <b>C Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder</b> |  |                            |  |  |   |  |   |   |             |         |   |  |   |   |                                     |         |   |         |   |                                 |
| (1)  | Custodian/DR Holder - Name of DR Holders (if Available)                              |                            |  |  |   |  |   |   |             |         |   |  |   |   |                                     |         |   |         |   |                                 |
| (2)  | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) |                            |  |  |   |  |   |   |             |         |   |  |   |   |                                     |         |   |         |   |                                 |
|  | <b>Total NonPromoter- Non Public Shareholding</b>                                    |                            |  |  |   |  |   |   |             |         |   |  |   |   |                                     |         |   |         |   |                                 |
|  | Total (A+B+C2)   | 12726                      | 5575993                                      |  |   | 5575993                                      | 100.00  | 5575993.00  |             | 5575993 | 100.00  |  | 100.00  |   |                                     |         |   |         | 55:4959   |                                 |
|  | Total (A+B+C)  | 12726                      | 5575993                                      |  |   | 5575993                                      | 100.00  | 5575993.00  |             | 5575993 | 100.00  |  | 100.00  |   |                                     |         |   |         | 55:4959   |                                 |



| Serial No.                                      | Name of the Shareholders (I) | PAN (II)   | No. of fully paid up equity shares held (IV) | No. Of Partly paid-up equity shares held (V) | No. Of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per | Number of Voting Rights held in each class of |            |                   | No. Of Shares Underlying Outstanding convertible | No. of Shares Underlying Outstanding Warrants | No. Of Shares Underlying Outstanding convertible | Shareholding as a % assuming full conversion of | Number of Locked in shares          |         | Number of Shares pledged or otherwise |         | Number of equity shares held in dematerialized form (XIV) |                                 |
|---|------------------------------|------------|--|--|---|--|---|---|------------|-------------------|--|---|--|---|-------------------------------------|---------|---------------------------------------|---------|---|---------------------------------|
|   |                              |            |  |  |   |  |   | No of Voting (XIV) Rights                     |            |                   |  |   |  |   | Total as a % of Total Voting rights | No. (a) | As a % of total Shares held (b)       | No. (a) |   | As a % of total Shares held (b) |
|   |                              |            |  |  |   |  |   | Class eg:X                                    | Class eg:y | Total             |  |   |  |   |                                     |         |                                       |         |   |                                 |
| <b>A1(a) Individuals/Hindu undivided Family</b> |                              |            |  |  |   |  |   |   |            |                   |  |   |  |   |                                     |         |                                       |         |   |                                 |
| 1   | ASHISH BANSAL                | ADXP2938B  | 636620                                       |  |   | 636620                                       | 11.42   | 636620.00                                     |            | 636620.00         | 11.42  |   |  |   |                                     |         |                                       |         | 636620  |                                 |
| 2   | ANIL KUMAR BANSAL            | AAF2719N   | 623461                                       |  |   | 623461                                       | 11.18   | 623461.00                                     |            | 623461.00         | 11.18  |   |  |   |                                     |         |                                       |         | 623461  |                                 |
| 3   | MANJU BANSAL                 | AAF2718P   | 512627                                       |  |   | 512627                                       | 9.19  | 512627.00                                     |            | 512627.00         | 9.19   |   |  |   |                                     |         |                                       |         | 512627  |                                 |
| 4   | R P BANSAL                   | AADP5089R  | 502737                                       |  |   | 502737                                       | 9.02  | 502737.00                                     |            | 502737.00         | 9.02   |   |  |   |                                     |         |                                       |         | 502737  |                                 |
| 5   | SAROJ BANSAL                 | AADP5085D  | 183175                                       |  |   | 183175                                       | 3.29  | 183175.00                                     |            | 183175.00         | 3.29   |   |  |   |                                     |         |                                       |         | 183175  |                                 |
| 6   | PAWANK UMAR BANSAL           | AALP5154B  | 123290                                       |  |   | 123290                                       | 2.21  | 123290.00                                     |            | 123290.00         | 2.21   |   |  |   |                                     |         |                                       |         | 123290  |                                 |
| 7   | CHARU BANSAL                 | AHUPC9704C | 2762   |  |   | 2762   | 0.05  | 2762.00                                       |            | 2762.00           | 0.05   |   |  |   |                                     |         |                                       |         | 2762  |                                 |
| 8   | MEGHA CHOUDHARI              | AKLP8225P  | 1640   |  |   | 1640   | 0.03  | 1640.00                                       |            | 1640.00           | 0.03   |   |  |   |                                     |         |                                       |         | 1640  |                                 |
| <b>Total</b>                                    |                              |            | <b>2586312</b>                               |  |   | <b>2586312</b>                               | <b>46.38</b>  | <b>2586312.00</b>                             |            | <b>2586312.00</b> | <b>46.38</b>                                     |   |  |   |                                     |         |                                       |         | <b>2586312</b>  |                                 |



| Searial No.  | Name of the Shareholders (I) | PAN (II)   | No. of fully paid up equity shares held (IV) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII)<br>As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |           |                                     | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of equity shares held in dematerialized form (XIV) |
|--|------------------------------|------------|--|--|--|--|-----------|-------------------------------------|--|---|
|  |                              |            |  |  |  | No of Voting (XIV) Rights                                |           | Total as a % of Total Voting rights |  |   |
|  |                              |            |  |  |  | Class eg: X  | Total     |                                     |  |   |
| <b>B3(a(ii)) Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.</b>                                       |                              |            |  |  |  |  |           |                                     |  |   |
| <input type="button" value="Add"/> <input type="button" value="Delete"/> <b>Disclosure of shareholder holding more than 1% of total number of shares</b> |                              |            |  |  |  |  |           |                                     |  |   |
| 1  | RAMESH SHANTILAL TOLAT       | AACPT0818R | 77115  | 77115  | 1.38   | 77115.00   | 77115.00  | 1.38                                | 1.38   | 77115   |
| 2  | SUBRAMANIAN P                | AMBPS8931K | 144171                                       | 144171                                       | 2.59   | 144171.00  | 144171.00 | 2.59                                | 2.59   | 144171  |
| <a href="#">Click here to go back</a>  |                              |            | Total  | 221286                                       | 221286   | 3.97   | 221286.00 | 221286.00                           | 3.97   | 221286  |



# Post Amalgamation Shareholding Pattern

| General information about company  |                                    |
|--|------------------------------------|
| Scrip code   | 532626                             |
| NSE Symbol   |                                    |
| MSEI Symbol  |                                    |
| ISIN   | INE063E01046                       |
| Name of the company  | Pondy Oxides and Chemicals Limited |
| Whether company is SME   | No                                 |
| Class of Security  | Equity Shares                      |
| Type of report   | Quarterly                          |
| Quarter Ended / Half year ended/Date of Report (For Prelisting / Allotment)                | 01-04-2019                         |
| Date of allotment / extinguishment (in case Capital Restructuring selected) / Listing Date |                                    |
| Shareholding pattern filed under   | Regulation 31 (1) (b)              |

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For PONDY OXIDES AND CHEMICALS LTD

  
GM Finance & Company Secretary



| Sr. No. | Particular   | Yes/No | Promoter and Promoter Group | Public shareholder | Non Promoter- Non Public |
|---------|--|--------|-----------------------------|--------------------|--------------------------|
| 1       | Whether the Listed Entity has issued any partly paid up shares?                        | No     | No                          | No                 | No                       |
| 2       | Whether the Listed Entity has issued any Convertible Securities ?                      | No     | No                          | No                 | No                       |
| 3       | Whether the Listed Entity has issued any Warrants ?                                    | No     | No                          | No                 | No                       |
| 4       | Whether the Listed Entity has any shares against which depository receipts are issued? | No     | No                          | No                 | No                       |
| 5       | Whether the Listed Entity has any shares in locked-in?                                 | No     | No                          | No                 | No                       |
| 6       | Whether any shares held by promoters are pledge or otherwise encumbered?               | No     | No                          |                    |                          |
| 7       | Whether company has equity shares with differential voting rights?                     | No     | No                          | No                 | No                       |



**Table I - Summary Statement holding of specified securities**

| Category (I) | Category of shareholder (II)   | Nos. Of shareholders (III) | No. of fully paid up equity shares held (IV) | No. Of Partly paid-up equity shares held (V) | No. Of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |             |       | No. Of Shares Underlying Outstanding convertible securities (X) | No. of Shares Underlying Outstanding Warrants (XI) | No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (XI) (a) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XII) = (VII)+(X) As a % of (A+B+C2) | Number of Locked in shares (XIII) |     | Number of Shares pledged or otherwise encumbered (XIII) |                | Number of equity shares held in dematerialized form (XIV) |                                 |
|--------------|--------------------------------|----------------------------|--|--|---|--|---|--|-------------|-------|---|--|--|---|-----------------------------------|-----|---|----------------|---|---------------------------------|
|              |                                |                            |  |  |   |  |   | No of Voting (XIV) Rights                                |             |       |   |  |  |   | Total as a % of (A+B+C)           | No. | As a % of total Shares held (b)                         | No.            |   | As a % of total Shares held (b) |
|              |                                |                            |  |  |   |  |   | Class eg: X  | Class eg: Y | Total |   |  |  |   |                                   |     |   |                |   |                                 |
| (A)          | Promoter & Promoter Group      | 8                          | 2803694                                      |  |   | 2803694                                      | 48.24   | 2,803,694.00   |             |       |   |  | 48.24  |   |                                   |     |   | 2586312        |   |                                 |
| (B)          | Public                         | 12719                      | 3008696                                      |  |   | 3008696                                      | 51.76   | 3008696.00   |             |       |   |  | 51.76  |   |                                   |     |   | 2928647        |   |                                 |
| (C)          | Non Promoter- Non Public       |                            |  |  |   |  |   |  |             |       |   |  |  |   |                                   |     |   |                |   |                                 |
| (C1)         | Shares underlying DRs          |                            |  |  |   |  |   |  |             |       |   |  |  |   |                                   |     |   |                |   |                                 |
| (C2)         | Shares held by Employee Trusts |                            |  |  |   |  |   |  |             |       |   |  |  |   |                                   |     |   |                |   |                                 |
|              | <b>Total</b>                   | <b>12727</b>               | <b>5812390</b>                               |  |   | <b>5812390</b>                               | <b>100</b>  | <b>5812390.00</b>  |             |       |   |  | <b>100</b>   |   |                                   |     |   | <b>5514959</b> |   |                                 |



| S. No.   | Category & Name of the Shareholders (i)  | Total of shareholdings (ii) | No. of fully paid up equity shares held (iv) | No. of Partly paid-up equity shares held (v) | No. of shares underlying/ Depository Receipts (vi) | Total nos. held (vii) = (iv)+(v)+(vi) | Shareholding as a % of total no. of shares calculated as per SCRR, 1957 (viii) As a % of (A+B+C2) | Number of voting rights held in each class of securities (ix) |             |         | Total as a % of Total Voting rights | No. of Shares Underlying Outstanding convertible securities (x) | No. of Shares Underlying Outstanding Warrants (xi) | No. of Shares Underlying convertible securities and warrants (xii) (a) | Shareholding, as a % assuming full conversion of convertible securities as a percentage of diluted share capital (xiii) = (viii)+(x) | Number of locked in shares (xiv) |                     | Number of Shares pledged or otherwise encumbered (xv) |                     | Number of equity shares held in dematerialized form (xvi) |         |
|--|--|-----------------------------|--|--|--|---------------------------------------|---|---|-------------|---------|-------------------------------------|---|--|--|--|----------------------------------|---------------------|---|---------------------|---|---------|
|  |  |                             |  |  |  |                                       |   | Class eq. X   | Class eq. Y | Total   |                                     |   |  |  |  | As a % of total Shares held (a)  | No. Shares held (b) | No. Shares held (a)                                   | No. Shares held (b) |   |         |
| <b>Table II - Statement showing shareholding pattern of the Promoter and Promoter Group</b>  |  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| <b>A</b>   |  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (1)  | Indian   |                             | 8  | 2803694                                      |  | 2803694                               | 48.24   | 2803694.00  |             | 2803694 | 48.24                               |   |  |  | 48.24  |                                  |                     |   |                     |   |         |
| (a)  | Individuals/Hindu undivided Family   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (b)  | Central Government/ State Government(s)  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (c)  | Financial Institutions/ Banks  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (d)  | Any Other (Specify)  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
|  |  |                             | <b>Sub-Total (A)(1)</b>                      |  |  | 2803694                               | 48.24   | 2803694.00  |             | 2803694 | 48.24                               |   |  |  | 48.24  |                                  |                     |   |                     |   |         |
| (2)  | Foreign  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (a)  | Individuals (Nonresident Individuals/ Foreign Individuals)   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (b)  | Government   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (c)  | Institutions   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (d)  | Foreign Portfolio Investor   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (e)  | Any Other (Specify)  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
|  |  |                             | <b>Sub-Total (A)(2)</b>                      |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
|  |  |                             | <b>Sub-Total (A)(1)+(A)(2)</b>               |  |  | 2803694                               | 48.24   | 2803694.00  |             | 2803694 | 48.24                               |   |  |  | 48.24  |                                  |                     |   |                     |   | 2589312 |
| <b>Table III - Statement showing shareholding pattern of the Public Shareholder</b>  |  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| <b>Note 1. Kindly show details of shareholders having more than one percentage of total no. of shares. Please refer software manual.</b> |  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (1)  | Institutions   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (a)  | Mutual Funds   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (b)  | Venture Capital Funds  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (c)  | Alternate Investment Funds   |                             | 1  | 3307   |  | 3307                                  | 0.06  | 3307  |             | 3307    | 0.06                                |   |  | 0.06   |  |                                  |                     |   |                     | 3307  |         |
| (d)  | Foreign Venture Capital Investors  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (e)  | Foreign Portfolio Investors  |                             | 1  | 16000  |  | 16000                                 | 0.28  | 16000   |             | 16000   | 0.28                                |   |  | 0.28   |  |                                  |                     |   |                     | 16000   |         |
| (f)  | Financial Institutions/ Banks  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (g)  | Insurance Companies  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (h)  | Provident Funds/ Pension Funds   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (i)  | Any Other (Specify)  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
|  |  |                             | <b>Sub-Total (B)(1)</b>                      |  |  | 19307                                 | 0.33  | 19307.00  |             | 19307   | 0.33                                |   |  |  | 0.33   |                                  |                     |   |                     |   | 19307   |
| (2)  | General/ Government/ State Government(s)/ President of India   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
|  |  |                             | <b>Sub-Total (B)(2)</b>                      |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (3)  | Non-institutions   |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (a)(i)   | Individuals -<br>I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.         |                             | 11862  | 2154526                                      |  | 2154526                               | 37.07   | 2154526   |             | 2154526 | 37.07                               |   |  | 37.07  |  |                                  |                     |   |                     | 2095417   |         |
| (a)(ii)  | Individuals -<br>II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. |                             | 4  | 310634                                       |  | 310634                                | 5.34  | 310634  |             | 310634  | 5.34                                |   |  | 5.34   |  |                                  |                     |   |                     | 291629  |         |
| (b)  | NBFCs registered with RBI  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (c)  | Employee Trusts  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (d)  | Overseas Depositories (Including DRs)  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| (e)  | Balance Sheet<br>Any Other (Specify)   |                             | 851  | 524229                                       |  | 524229                                | 9.02  | 524229  |             | 524229  | 9.02                                |   |  | 9.02   |  |                                  |                     |   |                     | 524229  |         |
|  |  |                             | <b>Sub-Total (B)(3)</b>                      |  |  | 12717                                 | 2989389   | 51.43   | 2989389.00  |         | 2989389                             | 51.43   |  |  | 51.43  |                                  |                     |   |                     |   | 2903340 |
|  |  |                             | <b>Sub-Total (B)(3)+(B)(1)+(B)(2)</b>        |  |  | 12719                                 | 3008696   | 51.76   | 3008696.00  |         | 3008696                             | 51.76   |  |  | 51.76  |                                  |                     |   |                     |   | 2922647 |
| <b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>  |  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| <b>Details of the shareholders acting as persons in Concert for Public</b>   |  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |
| <b>Details of Shares which remain unclaimed for Public</b>   |  |                             |  |  |  |                                       |   |   |             |         |                                     |   |  |  |  |                                  |                     |   |                     |   |         |





| Serial No.                            | Name of the Shareholders (I)              | PAN (II)   | No. of fully paid up equity shares held (IV) | No. Of Partly paid-up equity shares held (V) | No. Of shares underlying Depository Receipts (VI) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) | Number of Voting Rights held in each class of No of Voting (XIV) Rights |            |                   | No. Of Shares Underlying Outstanding convertible securities (X) | No. of Shares Underlying Outstanding Warrants (Xi) | No. Of Shares Underlying Outstanding convertible securities and No. Of Warrants (Xii) | Shareholding, as a % assuming full conversion of convertible securities (Xiii) | Number of Locked in shares          |         | Number of Shares pledged or otherwise |         | Number of equity shares held in dematerialized form (XIV) |
|---------------------------------------|---|------------|--|--|---|--|--|---|------------|-------------------|---|--|---|--|-------------------------------------|---------|---------------------------------------|---------|---|
|                                       |   |            |  |  |   |  |  | Class eg:X  | Class eg:y | Total             |   |  |   |  | Total as a % of Total Voting rights | No. (a) | As a % of total Shares held (b)       | No. (a) |   |
| <b>A1(a)</b>                          | <b>Individuals/Hindu undivided Family</b> |            |  |  |   |  |  |   |            |                   |   |  |   |  |                                     |         |                                       |         |   |
| 1                                     | ASHISH BANSAL                             | DXPA2938B  | 821299                                       |  |   | 821299                                       | 14.13  | 821299.00   |            | 821299.00         | 14.13   |  |   |  | 14.13                               |         |                                       |         | 636620  |
| 2                                     | ANIL KUMAR BANSAL                         | AFP82719N  | 623461                                       |  |   | 623461                                       | 10.73  | 623461.00   |            | 623461.00         | 10.73   |  |   |  | 10.73                               |         |                                       |         | 623461  |
| 3                                     | MANJU BANSAL                              | AFP82718P  | 512627                                       |  |   | 512627                                       | 8.82   | 512627.00   |            | 512627.00         | 8.82  |  |   |  | 8.82                                |         |                                       |         | 512627  |
| 4                                     | R P BANSAL SAROJ                          | ADPB5089R  | 530790                                       |  |   | 530790                                       | 9.13   | 530790.00   |            | 530790.00         | 9.13  |  |   |  | 9.13                                |         |                                       |         | 502737  |
| 5                                     | BANSAL PAWANKUMAR                         | ADPB5085D  | 183175                                       |  |   | 183175                                       | 3.15   | 183175.00   |            | 183175.00         | 3.15  |  |   |  | 3.15                                |         |                                       |         | 183175  |
| 6                                     | CHARU BANSAL                              | ALPP5154B  | 123290                                       |  |   | 123290                                       | 2.12   | 123290.00   |            | 123290.00         | 2.12  |  |   |  | 2.12                                |         |                                       |         | 123290  |
| 7                                     | MEGHA CHAUDHARI                           | HUPC9704C  | 3484   |  |   | 3484   | 0.06   | 3484.00   |            | 3484.00           | 0.06  |  |   |  | 0.06                                |         |                                       |         | 2762  |
| 8                                     |   | AKLPB2225P | 5568   |  |   | 5568   | 0.10   | 5568.00   |            | 5568.00           | 0.10  |  |   |  | 0.10                                |         |                                       |         | 1640  |
| <a href="#">Click here to go back</a> |   |            | <b>Total</b>                                 |  |   | <b>2803694</b>                               | <b>48.24</b>   | <b>2803694.00</b>   |            | <b>2803694.00</b> | <b>48.24</b>  |  |   |  | <b>48.24</b>                        |         |                                       |         | <b>2586312</b>  |



| Searial No.  | Name of the Shareholders (I) | PAN (II)   | No. of fully paid up equity shares held (IV) | Total nos. shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities |           |                                     | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2) | Number of equity shares held in dematerialized form (XIV) |
|--|------------------------------|------------|--|--|---|--|-----------|-------------------------------------|--|---|
|  |                              |            |  |  |   | No of Voting (XIV) Rights                                |           | Total as a % of Total Voting rights |  |   |
|  |                              |            |  |  |   | Class eg: X  | Total     |                                     |  |   |
| <b>B3(a(ii)) Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.</b>                                       |                              |            |  |  |   |  |           |                                     |  |   |
| <input type="button" value="Add"/> <input type="button" value="Delete"/> <b>Disclosure of shareholder holding more than 1% of total number of shares</b> |                              |            |  |  |   |  |           |                                     |  |   |
| 1  | RAMESH SHANTILAL TOLAT       | AACPT0818R | 77115  | 77115  | 1.33  | 77115.00   | 77115.00  | 1.33                                | 1.33   | 77115   |
| 2  | SUBRAMANIAN P                | AMBPS8931K | 144171                                       | 144171                                       | 2.48  | 144171.00  | 144171.00 | 2.48                                | 2.48   | 144171  |
| <a href="#">Click here to go back</a>  |                              |            | Total  | 221286                                       | 3.81  | 221286.00  | 221286.00 | 3.81                                | 3.81   | 221286  |



Brief details of the Promoter and Board of Directors of transferor company

List of Promoters of Meloy Metals Private Limited ('Transferor Company')

| Sr.No | Name            | PAN        |
|-------|-----------------|------------|
| 1.    | ASHISH BANSAL   | ADXPA2938B |
| 2.    | R P BANSAL      | AADPB5089R |
| 3.    | MEGHA CHOUDHARI | AKLPB2225P |
| 4.    | CHARU BANSAL    | AHUPC9704C |

List of Board of Directors of Meloy Metals Private Limited ('Transferor Company')

| Sr.No | Name                      | DIN      | PAN        |
|-------|---------------------------|----------|------------|
| 1.    | ASHISH BANSAL             | 01543967 | ADXPA2938B |
| 2.    | USHA SANKAR               | 00986388 | AAGPU7658E |
| 3.    | ANUSH CHOWDHARY CHERUKURI | 02193537 | AGNPC5737F |
| 4.    | K KUMARAVEL               | 02193537 | AAPPK6422P |

For MELOY METALS PVT LTD



Director / Managing Director



# PONDY OXIDES AND CHEMICALS LIMITED **POCL**<sup>®</sup>

Brief details of the Promoter and Board of Directors of transferee company

## List of Promoters of Pondy Oxides and Chemicals Limited ('Transferee Company')

| Sr.No | Name              | PAN        |
|-------|-------------------|------------|
| 1.    | ASHISH BANSAL     | ADXPA2938B |
| 2.    | ANIL KUMAR BANSAL | AAFPB2719N |
| 3.    | MANJU BANSAL      | AAFPB2718P |
| 4.    | R P BANSAL        | AADPB5089R |
| 5.    | SAROJ BANSAL      | AADPB5085D |
| 6.    | PAWANKUMAR BANSAL | AALPP5154B |
| 7.    | CHARU BANSAL      | AHUPC9704C |
| 8.    | MEGHA CHOUDHARI   | AKLPB2225P |

## List of Board of Directors of Pondy Oxides and Chemicals Limited ('Transferee Company')

| Sr.No | Name               | DIN      | PAN        |
|-------|--------------------|----------|------------|
| 1.    | ANIL KUMAR BANSAL  | 00232223 | AAFPB2719N |
| 2.    | ASHISH BANSAL      | 01543967 | ADXPA2938B |
| 3.    | R P BANSAL         | 00232708 | AADPB5089R |
| 4.    | ANILKUMAR SACHDEV  | 00043431 | APEPA4221H |
| 5.    | SHOBA RAMAKRISHNAN | 02773030 | APYPS6043Q |
| 6.    | G P VENKATESWARAN  | 01509307 | AAPPV2774L |
| 7.    | A VIJAY ANAND      | 06431219 | AALPA1841J |

For PONDY OXIDES AND CHEMICALS LTD



GM Finance & Company Secretary



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. India.

Ph. : +91 - 44 - 4296 5454, Fax : +91 - 44 - 4296 5455

e-mail : info@pocl.co.in Web : www.pocl.co.in

CIN No. : L24294TN1995PLC030586

GSTIN : 33AAACP5102D4Z4



## INDEPENDENT AUDITOR'S REPORT

**To the Members of Meloy Metals Private Limited**

### **1. Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the standalone financial statements of Meloy Metals Private Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2019, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and loss, and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Responsibility of Management for Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.





In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### **2. Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (b) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (c) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (d) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".





**L. MUKUNDAN & ASSOCIATES**  
Chartered Accountants

Flat No. 1, 2 Kamala Arcade,  
669 Mount Road,  
Thousand Lights, Chennai - 600 006  
Ph: 044 - 2829 1328, 98401 45586  
e-mail: lmaishere@gmail.com

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company



For **L. Mukundan and Associates**  
Chartered Accountants  
Firm Registration No: 010283S

Place: Chennai  
Date : 24.05.2019

L Mukundan  
Partner  
M No. 204372





**L. MUKUNDAN & ASSOCIATES**  
Chartered Accountants

Flat No. 1, 2 Kamala Arcade,  
669 Mount Road,  
Thousand Lights, Chennai - 600 006  
Ph: 044 - 2829 1328, 98401 45586  
e-mail: lmaishere@gmail.com

### **Annexure - A to the Independent Auditors' Report**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Controls over financial reporting of **MELOY METALS PRIVATE LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.





**L. MUKUNDAN & ASSOCIATES**  
Chartered Accountants

Flat No. 1, 2 Kamala Arcade,  
669 Mount Road,  
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Ph: 044 - 2829 1328, 98401 45586  
e-mail: lmaishere@gmail.com

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Chennai  
Date : 24.05.2019



For L Mukundan and Associates  
Chartered Accountants  
Firm Registration No: 010283S

L Mukundan  
Partner  
M No. 204372





**Annexure – B to the Independent Auditor's Report**

Statement of matters specified in Para 3 & 4 of the order referred to in sub-section (11) of 143.

The annexure referred to in Para 2 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of **MELOY METALS PRIVATE LIMITED** of even date:

1. In respect of company's fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As per the information and explanation given to us, all the fixed assets have been physically verified by the Company at reasonable intervals and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land, are held in the name of the Company as at the balance sheet date. Immovable properties of freehold land disclosed as fixed assets in the financial statement whose title deeds have been pledged as security for loans, are held in the name of the Company. In respect of immovable properties of land that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
2. The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and adequate in relation to the size of the company and nature of its business. No material discrepancies were noticed on physical verification of inventories as compared to the book records.
3. During the year, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, Clause 3 (iii) of the Order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.





**L. MUKUNDAN & ASSOCIATES**  
Chartered Accountants

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e-mail: lmaishere@gmail.com

5. The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
7. According to the information and explanations given to us, in respect of statutory dues:
  - a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues were in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks and financial institutions. The Company has not taken any loan or borrowing from government and has not issued any debentures during the year under audit.
9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans and hence, reporting under Clause 3 (ix) of the Order is not applicable to the Company.
10. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and hence, reporting under Clause 3 paragraph 3(xii) of the Order is not applicable to the company.





**L. MUKUNDAN & ASSOCIATES**  
Chartered Accountants

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e-mail: lmaishere@gmail.com

13. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence, reporting under Clause 3 (xiv) of the Order is not applicable to the Company.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or persons connected to its directors. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

s

Place : Chennai  
Date : 24.05.2019



For L. Mukundan and Associates  
Chartered Accountants  
Firm Registration No: 010283S

L Mukundan  
Partner  
M No. 204372



# PONDY OXIDES AND CHEMICALS LIMITED *POCL*<sup>®</sup>

Date: 03 June 2019

The Manager - Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

Dear Sir,

Sub: Application for filing of Scheme of amalgamation of Meloy Metals Private Limited ('Transferor Company') with Pondy Oxides and Chemicals Limited ('Transferee Company') (hereinafter referred to as 'the draft scheme') under Regulation 37 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time

In connection with the above application, we hereby confirm that:

- a) The Transferee Company will not issue / reissue shares not covered under the draft Scheme.
- b) As on date of application there are no outstanding warrants / instruments / agreements which give right to any person to take the equity shares in the Transferee Company at any future date.

For Pondy Oxides and Chemicals Limited

S. S. S.



K Kumaravel  
GM Finance and Company Secretary



KRM Centre, 4th Floor, # 2, Harrington Road, Chetpet, Chennai - 600 031. India.  
Ph. : +91 - 44 - 4296 5454, Fax : +91 - 44 - 4296 5455  
e-mail : info@pocl.co.in Web : www.pocl.co.in  
CIN No. : L24294TN1995PLC030586  
GSTIN : 33AAACP5102D4Z4