

POLYCHEM LIMITED

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



TELEPHONE : 91 22 2282 0048
FAX : 91 22 2285 0606
URL : <http://www.polychemltd.com>
EMAIL : polychemltd@kilachand.com
CIN : L24100MH1955PLC009663

HO : CS&CO:189/2017

24th August, 2017

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

Kind Attn : Mr. Jaymin Modi
Relationship Manager
Company Code - 506605

Dear Sirs,

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

With reference to the above we may inform you that the 60th Annual General Meeting of the Company held on Thursday, 24th August, 2017 at 11.00 a.m., at Maharashtra Chamber of Commerce, Industry and Agriculture, Oricon House, 6th Floor, 12 K. Dubash Marg, Fort, Mumbai - 400 001. All the items of business as mentioned in the Notice dated 30th May, 2017 convening the said Annual General Meeting have been transacted and all the Resolutions (Resolution Nos. 1 to 7) have been passed by the Shareholders by requisite majority by E-voting and through voting by poll conducted at the Annual General Meeting. In this regard please find the following attachments:

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

You are requested to take this on record.

Yours faithfully,
For Polychem Limited


Deepali V. Chauhan
Company Secretary & Compliance officer



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POLYCHEM LIMITED

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Voting Results

Regulation 44 of SEBI (LODR) Regulations, 2015

Date of the Annual General Meeting	August 24, 2017
Total Number of Shareholders as on cut-off date (E-Voting)	10187 (as on August 17, 2017)
No. of Shareholders present in the meeting either in person or through proxy	43
Promoters and Promoter group	16
Public	27

Agenda :

- To receive, consider and adopt the Standalone and Consolidated financial statements of the Company for the year ended 31st March, 2017, including the audited Standalone and Consolidated Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

Resolution required: Ordinary

Mode of Voting: E-Voting and Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	210465	210465	100.00	210465	0	100.00	0.00
Public Institutional Holders	17386	0	0.00	0	0	0.00	0.00
Public - others	176194	145	0.08	145	0	100.00	0.00
Total	404045	210610	52.12	211041	0	100.00	0.00



2. Declaration of Dividend of Rs 2.5/- per equity share for Financial Year 31st March, 2017.

Resolution required : Ordinary

Mode of Voting : E-Voting and Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	210465	210465	100.00	210465	0	100.00	0.00
Public Institutional Holders	17386	0	0.00	0	0	0.00	0.00
Public - others	176194	145	0.08	145	0	100.00	0.00
Total	404045	210610	52.12	211041	0	100.00	0.00

3. Re-appointment of Mr. T. R. Kilachand (00006659) who retires by rotation.

Resolution required : Ordinary

Mode of Voting : E-Voting and Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	210465	210465	100.00	210465	0	100.00	0.00
Public Institutional Holders	17386	0	0.00	0	0	0.00	0.00
Public - others	176194	145	0.08	145	0	100.00	0.00
Total	404045	210610	52.12	211041	0	100.00	0.00



4. Re-appointment of Mr. N. T. Kilachand (00005530) who retires by rotation.

Resolution required : Ordinary

Mode of Voting : E-Voting and Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	210465	210465	100.00	210465	0	100.00	0.00
Public Institutional Holders	17386	0	0.00	0	0	0.00	0.00
Public - others	176194	145	0.08	145	0	100.00	0.00
Total	404045	210610	52.12	211041	0	100.00	0.00

5. Appointment of M/s. Nayan Parikh & Co, Chartered Accountants (firm Registration No, 107023W) to hold office for a term of five years from the Conclusion of this AGM till the Conclusion of 65th AGM (subject to ratification of the appointment by the Members at every subsequent AGM or as may be prescribed).

Resolution required : Ordinary

Mode of Voting : E-Voting and Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = $[(2)/(1)]*100$	(4)	(5)	(6) = $[(4)/(2)]*100$	(7) = $[(5)/(2)]*100$
Promoter and Promoter Group	210465	210465	100.00	210465	0	100.00	0.00
Public Institutional Holders	17386	0	0.00	0	0	0.00	0.00
Public - others	176194	145	0.08	135	10	93.10	6.90
Total	404045	210610	52.12	210600	10	99.99	0.01



POLYCHEM LIMITED, 7, Jamshedji Tata Road, Churchgate Reclamation, Churchgate, MUMBAI - 400 020.

6. Re-appointment of Mr. P. T. Kilachand (DIN 00005516) as Managing Director of the Company for a period of 3 years w.e.f 1st April, 2017.

Resolution required : Special

Mode of Voting : E-Voting and Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	210465	210465	100.00	210465	0	100.00	0.00
Public Institutional Holders	17386	0	0.00	0	0	0.00	0.00
Public - others	176194	145	0.08	145	0	100.00	0.00
Total	404045	210610	52.12	211041	0	100.00	0.00

7. Re-appointment of Mr. A. H. Mehta (DIN 00005523) as Dy. Managing Director of the Company for a period of 3 years w.e.f 1st June, 2017.

Resolution required : Special

Mode of Voting : E-Voting and Poll

Promoter/Public	No of Shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	210465	210465	100.00	210465	0	100.00	0.00
Public Institutional Holders	17386	0	0.00	0	0	0.00	0.00
Public - others	176194	145	0.08	145	0	100.00	0.00
Total	404045	210610	52.12	211041	0	100.00	0.00

For POLYCHEM LIMITED

DEEPALI V. CHAUHAN

Date : 24th August, 2017

Place : Mumbai

COMPANY SECRETARY & COMPLIANCE OFFICER



Ragini Chokshi & Co.

Tel. : 022-2283 1120
022-2283 1134

Company Secretaries

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

Date : 24/08/2017

Consolidated Scrutinizer's Report

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

To,
The Chairman of 60th Annual General Meeting (AGM) of the Equity Shareholders of **POLYCHEM LIMITED** held on Thursday, August 24, 2017 at 11:00 am at the Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th floor, 12 K. Dubash Marg, Fort, Mumbai 400001.

Dear Sir,

I, Ragini Chokshi Partner of M/s. RaginiChokshi& Co., a Company Secretary Firm having its registered office at 34 Kamer Bldg, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai-400001, has been appointed as the Scrutinizer by the Board of Directors of **POLYCHEM LIMITED** (the Company) for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- (ii) Scrutinizing the physical ballot (Poll) voting process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, conducted for passing the Resolutions contained in the Notice convening the 60th AGM of the Equity Shareholders of the Company held on Thursday, 24th August, 2017 at 11:00 am at the Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th floor, 12 K. Dubash Marg, Fort, Mumbai 400001.

The Notice dated 30th May, 2017 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned Resolutions to be passed at the AGM of the Equity Shareholders of the Company.

11/11/17
24/08/17

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

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of Thursday , 17th August, 2017, were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The period for remote e-voting commenced on Monday, 21st August, 2017 at 09:00 a.m. and ended on Wednesday, 23rd August, 2017. The NSDL e- voting platform was blocked thereafter.

On 23rd August, 2017, after the end of the remote e-voting period I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

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

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

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



Name: Pooja Prabhulkar



Name : Riya Neema

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by **M/s.LINK INTIME INDIA PVT LTD**, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

No Poll papers were found incomplete.



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

Pooja

Name: Pooja Prabhulkar

Riya

Name: Riya Neema

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

The Consolidated Report on the result of the remote e-voting and voting at the meeting through physical ballot(poll) in respect of the said Resolutions is as under:



Resolution No.1: Ordinary Resolution:

To receive, consider and adopt:

a) The audited Standalone financial statements of the Company for the year ended 31st March, 2017, including the audited Standalone Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

b) The audited Consolidated financial statements of the Company for the year ended 31st March, 2017, including the audited Consolidated Balance Sheet as at 31st March, 2017 and the Statement of Consolidated Profit and Loss for the year ended on that date.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	210494	100.00
Physical Ballot	16	126	100.00
Total	36	210620	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.2: Ordinary Resolution:

To declare dividend on equity shares.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	210494	100.00
Physical Ballot	16	126	100.00
Total	36	210620	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them.
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.3: Ordinary Resolution:

To appoint a director in place of Mr. T. R. Kilachand (DIN: 00006659), who retires by rotation, and being eligible, offers himself for re-appointment.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	210494	100.00
Physical Ballot	16	126	100.00
Total	36	210620	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.4: Ordinary Resolution:

To appoint a director in place of Mr. N.T. Kilachand (DIN: 00005530), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	210494	100.00
Physical Ballot	16	126	100.00
Total	36	210620	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.5: Ordinary Resolution:

Appointment of M/s Nayan Parikh & Co. Chartered Accountants(Firm Registration No. 107023W) as the Statutory Auditors of the Company and to fix their remuneration.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	210494	100.00
Physical Ballot	15	116	92.0635
Total	35	210610	99.9953

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	1	10	7.9365
Total	1	10	0.0047

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.6: Special Resolution:

Re-appointment of Mr. P. T. Kilachand (DIN: 00005516) as Managing Director of the Company.

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	210494	100.00
Physical Ballot	16	126	100.00
Total	36	210620	100.00

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

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) **Invalid** votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



Resolution No.7: Special Resolution:

Re-appointment of Mr. A. H. Mehta (DIN:00005523) as Dy. Managing Director of the Company

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	20	210494	100.00
Physical Ballot	16	126	100.00
Total	36	210620	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0.00
Physical Ballot	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0
Total	0	0



All the resolutions stated above from 01 to 07 have been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical ballot (poll) papers, shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For Ragini Chokshi & Co.

Place: Mumbai

Date: 24/08/2017

R. K. Chokshi



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

Counter signed by

For POLYCHEM LIMITED

J. A. Kulkarni

Chairman

(60th Annual General Meeting)