

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

27th September, 2019

To,

The Chairman & Managing Director

Hindustan Organic Chemicals Limited

CIN: L99999MH1960GOI1011895

Office Nos. 401,402 &403, 4th Floor,

“V- Times Square”, Plot No.3, Sector-15,

CBD, Belapur, Navi Mumbai- 400614,

Dear Sir,

At the outset, we express our gratitude to the Company for appointing us as the Scrutinizer for remote e-voting process and voting by your members at the 58th Annual General Meeting of your Company held on 26th September, 2019.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Malati A. Kumar

Malati Kumar
Partner

SCRUTINIZER'S REPORT

Name of the Company	Hindustan Organic Chemicals Limited
Meeting	58th Annual General Meeting
Day, Date & Time	Thursday, 26th September, 2019 at 2:00 p.m.
Venue	The Institute of Engineers (India) Auditorium Hall- 1st Floor, Plot No:106, Sector-15, CBD Belapur, Navi Mumbai- 400614

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the voting conducted at the 58th Annual General Meeting (AGM) of **Hindustan Organic Chemicals Limited** (hereinafter referred to as '**the Company**') held on 26th September, 2019.

2. Dispatch of Notice convening the AGM

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the Registrar and Share Transfer Agents (RTA) viz. M/s. Bigshare Services Pvt. Ltd and the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively, the Company completed dispatch of Notice of AGM as under:

- On **27th August, 2019 by e-mail** to **22,066** Members who had registered their email-Ids with the Company/ Depositories.
- On **22nd August, 2019 by Registered post** to **27,478** Members, in physical form.

3. Cut-off date

Voting rights were reckoned as on **Thursday, September 19, 2019**, being the cut-off date for the purpose of deciding the entitlements of Members for the remote e-voting and voting at the AGM.



Report of Scrutinizer on remote e-voting and voting by members of Hindustan Organic Chemicals Limited at the 58th AGM held on 26th September, 2019

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4. Remote e-voting process

4.1 Agency

The Company appointed **CDSL** as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from **9:00 a.m. on Friday, 20th September, 2019 till 5:00 p.m. on Wednesday, 25th September, 2019** and Members were required to cast their votes electronically conveying their assent or dissent in respect of the five Ordinary Resolutions on the remote e-voting platform provided by CDSL.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer is to be provided access by the remote e-voting agency, to only such details relating to members such as their names, DP ID & Client ID/ Folios, number of shares held but not the manner in which they have voted, after closure of period of remote e-voting and before the commencement of the Meeting.

5.2 Accordingly, CDSL, the remote e-voting agency provided us with the names, DP Id & Client Id/ folios and shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company provided ballot papers to those members attending the AGM, who had not cast their votes through remote e-voting, to cast their votes.

5.4 After the Chairman announced the commencement of voting, one (1) ballot box kept for polling, was locked in our presence.



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6. Counting Process

- 6.1 On completion of voting at the AGM, CDSL provided us with the list of Members who had cast their votes, their holding details and details of vote cast on the Resolutions.
- 6.2 Votes were reconciled with the records maintained by the Company and Bigshare Services Pvt. Ltd, the Registrar and Share Transfer Agent of the Company (RTA) with respect to the authorizations/ proxies lodged with the Company.
- 6.3 We unblocked the remote e-voting results on the CDSL remote e-voting platform in the presence of Ms. Dhara Thakar and Ms. Ekta Redekar and downloaded the remote e-voting results.

7. Results

- 7.1 We observed that:
 - a) **33** Members had cast their votes at the AGM.
 - b) **18** Members had cast their votes through remote e-voting.
- 7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 9th August, 2019 is enclosed herewith.
- 7.3 Based on the aforesaid results, we report that **Four Ordinary Resolutions as set out in Item No.1 to Item No. 4 and One Special Resolution as set out in Item No. 5** of the Notice of the AGM dated **9th August, 2019**, have been passed with the requisite majority.

Malati A. K.



Malati Kumar

Partner

ACS : 15508

COP No. : 10980

27th September, 2019

Thane

Report of Scrutinizer on remote e-voting and voting by members of Hindustan Organic Chemicals Limited at the 58th AGM held on 26th September, 2019

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CONSOLIDATED RESULTS

Item No. 1: To consider and to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as at 31st March, 2019, the Profit & Loss Account for the year ended on that date, Cash Flow Statement, Schedules and Notes to Accounts attached thereto, together with the Directors' Report and the Auditors' Report along with the Report of the Comptroller & Auditor General of India.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	2,52,446	33	3,94,95,317	48	3,97,47,763	99.9746
Dissent	3	10,100	0	0	3	10,100	0.0254
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No.1** of the Notice of the AGM dated 09th August, 2019 has been **passed with requisite majority**.

Malati A. Kumar


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Partner

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CONSOLIDATED RESULTS

Item No. 2: To appoint a Director or any other Director (as may be appointed by the GOI vide its Order) in place of Shri Samir Kumar Biswas (DIN: 01664091), J.S. who retires at this AGM.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	2,51,946	33	3,94,95,317	47	3,97,47,263	99.9733
Dissent	4	10,600	0	0	4	10,600	0.0267
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 09th August, 2019 has been **passed with requisite majority**.

Malati A. Kumar**Malati Kumar**

Partner

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CONSOLIDATED RESULTS

Item No. 3: To re-appoint Ms. Alka Tiwari (DIN: 03502306), AS&FA, as per GOI Order, who retires at this AGM and being eligible offers herself for reappointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	2,51,896	33	3,94,95,317	46	3,97,47,213	99.9732
Dissent	5	10,650	0	0	5	10,650	0.0268
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 9th August, 2019 has been **passed with requisite majority**.

Malati A. Kumar



Malati Kumar
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CONSOLIDATED RESULTS

Item No. 4: To approve the remuneration of Rs.2,00,000/- to be paid as statutory audit fees to M/s. BJS & Associates, Chartered Accountants, Kochi (Firm Registration Number [SR1972]) appointed as Statutory Auditor by C&AG for the Financial Year 2019-20 and to authorise and to ratify the actions of the Board of Directors of the Company to fix the other fees, if any, payable to the Statutory Auditors and /or Branch Auditors of the Company, for the Financial Year 2019-20.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	2,51,896	33	3,94,95,317	46	3,97,47,213	99.9732
Dissent	5	10,650	0	0	5	10,650	0.0268
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 09th August, 2019 has been **passed with requisite majority**.

Malati A - Kumar



Malati Kumar
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CONSOLIDATED RESULTS

Item No. 5: To consider and ratify remuneration to be paid to M/s. BBS & Associates, Cost Accountants, Kochi (Firm Registration No.17045) as Cost Auditors of the Company for the FY 2019-20 for audit of Cost Accounts Records of the Company

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	2,54,396	33	3,94,95,317	47	3,97,49,713	99.9795
Dissent	4	8,150	0	0	4	8,150	0.0205
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 9th August, 2019 has been **passed with requisite majority**.

Malati A. K.

**Malati Kumar**

Partner

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