

SCRUTINIZER'S REPORT

To,

The Chairman & Managing Director,
Hindustan Organic Chemicals Limited
CIN: L99999MH1960GOI011895
Post Rasayani, Dist-Raigad,
Maharashtra 410207

We are pleased to present the report on the **POSTAL BALLOT** conducted by the Company to pass two Special Resolutions as contained in the Notice of Postal Ballot dated 17th March, 2017.

1. In terms of provisions of section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as the Scrutinizer by the Company on 17th March, 2017 to conduct the Postal Ballot as contained in the Notice dated 17th March, 2017.
2. Members approval was sought for:
 - a) Transfer of Company's N204/ CNA Plant at HOCL, Rasayani to ISRO, Department of Space, GOI alongwith (approximate) 20 acres of land and manpower 'as is where is basis' as decided by Govt. of India., including other relevant Government approvals;
 - b) Proposal of Stoppage of 2 Plants viz. Nitrobenzene & Formaldehyde Plants at Company's (HOCL) Rasayani Unit) along with approval for disposal of 7 Plants (of Rasayani Unit) namely, Nitrobenzene II & III, Formaldehyde, Aniline II & III, Hydrogen III and Nitro toluene and Super Structures disposal and consequent Closure of Rasayani Unit Operations



3. The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., **National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)**, as on **22nd March, 2017**, the Company completed dispatch of the Notice of Postal Ballot as under:
- On **22nd March 2017**, by **email** to **19,321** Members who had registered their email ids with the Company/ Depositories; and
 - On **27th March, 2017**, in physical form by **registered post** to **26,512** Members
 - On **27th March 2017**, in physical form by **speed post** to **5,963** Members.
4. In terms of the aforesaid notice, members were required to convey their assent or dissent, as the case may be, as under:
- a. In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me up to **5:00 p.m. on Wednesday, 26th April, 2017**.
 - b. In case of remote e-Voting, votes to be cast electronically on the e-voting platform provided by **Central Depository Services (India) Limited (CDSL)** upto **5:00 p.m. on Wednesday, 26th April, 2017**.
 - c. I received **402** Postal Ballot Forms and **16** members had cast their votes on the remote e-Voting platform, till **5:00 p.m. on Wednesday, 26th April, 2017**.
5. With the support of **Bigshare Services Private Limited**, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of members were verified with their specimen signatures registered with RTA and as provided by the Depositories.



6. In case of remote e-Voting, members' demographic details, their voting rights and voting pattern were provided by the RTA.
7. The votes, if any, cast by a member(s) both in physical form and remote e-Voting having been identified, votes cast through remote e-Voting only were considered valid.
8. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that, two Special Resolutions as contained in the notice of Postal Ballot dated 17th March, 2017 have been passed with requisite majority.

I have annexed with this report, the details of the Postal Ballot Forms and remote e-Voting and the analysis of the Result of the Special Resolutions as contained in the said Notice.

For S.N.Ananthasubramanian & Co.
Company Secretaries

Malati A. Kumar

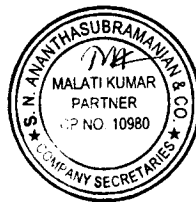
Malati Kumar
C.P.No. 10980



Date : 28th April, 2017
Place : Thane

Details of the Postal Ballot & remote e-Voting

A	Postal Ballot	
1	Number of Forms received from Members	402
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	39
	b. Duplicate	0
	c. Not signed	1
	d. Not Voted	35
	e. Voted for Both	1
	f. Board Resolution not attached	1
	Total Invalid Forms	77
3	Number of Valid Forms (A)	325
B	Remote e-Voting	
1	Number of Members who participated in e-Voting.	16
2	Invalid e-Votes	0
3	Valid e-Votes (B)	16
C	Total (A+B)	341



Result of Postal Ballot

Item No. 1: To consider and to approve the Transfer of Company's N204/ CNA Plant at HOCL, Rasayani, to ISRO Department of Space GOI along with (approximate) 20 acres of land and manpower 'as is where is basis' as decided by Govt. of India including other relevant Government approvals							
	Number of			Number of Votes contained in			Percentage (%)
Particulars	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	16	325	341	1,77,650	3,95,91,565	3,97,69,215	100.00
Assent	14	303	317	1,44,050	3,95,82,765	3,97,26,815	99.89
Dissent	2	22	24	33,600	8,800	42,400	0.11
Abstain	0	0	0	0	0	0	
Total	16	325	341	1,77,650	3,95,91,565	3,97,69,215	100.00

Based on the aforesaid result, I report that, the **Special Resolution** as contained in Item No. 1 of the Notice of Postal Ballot dated, **17th March, 2017** has been passed with **requisite majority**.

Malati A. Kumar

Malati Kumar
C.P.No. 10980

Date : 28th April, 2017
Place : Thane



S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
 Firm Registration No. P1991MH040400

10/26, BRINDABAN, THANE – 400601 | Tel 25345648/25432704 | Email sna@snaco.net | Website www.snaco.net

Item No. 2: Proposal of Stoppage of 2 Plants viz. Nitrobenzene & Formaldehyde Plants at Company's (HOCL) Rasayani Unit) along with approval for disposal of 7 Plants (of Rasayani Unit) namely, Nitrobenzene II & III, Formaldehyde, Aniline II & III, Hydrogen III and Nitro toluene and Super Structures disposal and consequent Closure of Rasayani Unit Operations							
Particulars	Number of			Number of Votes contained in			Percentage (%)
	Remote e-Votes	Ballot Forms	Total	Remote e-Votes	Ballot Forms	Total	
Received	16	325	341	1,77,650	3,95,91,565	3,97,69,215	100
Assent	14	263	277	1,44,050	3,95,77,515	3,97,21,565	99.88
Dissent	02	33	35	33,600	8,600	42,200	0.11
Abstain	0	29	29	0	5,450	5,450	0.01
Total	16	325	341	1,77,650	3,95,91,565	3,97,69,215	100

Based on the aforesaid result, I report that, the **Special Resolution** as contained in Item No. 2 of the Notice of Postal Ballot dated **17th March, 2017** has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
C.P.No. 10980



Date : 28th April, 2017
Place : Thane

Scrutinizer's Report on Postal Ballot of Hindustan Organic Chemicals Limited