

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 February 08, 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 8th February, 2017 to conduct the Postal Ballot as contained in the Notice dated February 8, 2017.
2. Members approval was sought for:
 - a) Approving the sale of 442 acres of Company's land at Rasayani, Maharashtra to BPCL @Rs.1.40 Crore per acre as outright purchase/sale subject to internal approvals of the HOCL & BPCL and such other approvals including other relevant Government approvals;
 - b) Proposal of Company's (HOCL) Disinvestment of its entire equity share holding of equity shares (11060000 Equity Shares of Rs.10/- each) aggregating 56.43% in Hindustan Fluorocarbons Limited, a subsidiary of the Company;
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 **February 17, 2017**, the Company completed dispatch of the Notice of Postal Ballot as under:

- On **25th February, 2017**, by email to **19,217** Members who had registered their email ids with the Company/ Depositories; and
 - On **22nd February, 2017**, in physical form by registered post to **26,698** Members
 - On **22nd February, 2017**, in physical form by speed post to **5,693** 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 upto **5:00 p.m. on Tuesday, March 28, 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 Tuesday, March 28, 2017**.

5. I received **491** Postal Ballot Forms and **17** members had cast their votes on the remote e-Voting platform, till **5:00 p.m. on Tuesday, March 28, 2017**
6. 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.
7. In case of remote e-Voting, members' demographic details, their voting rights and voting pattern were provided by the RTA.
8. 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.



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

9. 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 February 08, 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 : 30th March, 2017

Place : Thane

Details of the Postal Ballot & remote e-Voting

A	Postal Ballot	
1	Number of Forms received from Members	491
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	68
	b. Duplicate	0
	c. Not signed	03
	d. Not Voted	14
	e. Voted for Both	01
	f. Board Resolution not attached	0
	Total Invalid Forms	86
3	Number of Valid Forms (A)	405
B	Remote e-Voting	
1	Number of Members who participated in e-Voting.	17
2	Invalid e-Votes	0
3	Valid e-Votes (B)	17
C	Total (A+B)	422



Result of Postal Ballot

Item No. 1: Approving the sale of 442 acres of Company's land at Rasayani, Maharashtra to BPCL @Rs.1.40 Crore per acre as outright purchase/sale							
Particulars	Number of			Number of Votes contained in			Percentage (%)
	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Received	17	405	422	1,08,210	3,98,61,137	3,99,69,347	100.00
Assent	16	372	388	1,08,110	3,98,44,578	3,99,52,688	99.958
Dissent	1	33	34	100	16,559	16,659	0.042
Abstain	0	0	0	0	0	0	0.000
Total	17	405	405	1,08,210	3,98,61,137	3,99,69,347	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, **February 08, 2017** has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
C.P.No. 10980



Date : 30th March, 2017
Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.

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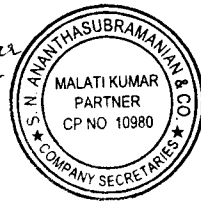
Item No. 2: Proposal of Company's (HOCL) Disinvestment of its entire equity share holding of equity shares (11060000 Equity Shares of Rs.10/- each) aggregating 56.43% in Hindustan Fluorocarbons Limited, a subsidiary of the Company

Particulars	Number of			Number of Votes contained in			Percentage (%)
	Remote e-Votes	Ballot Forms	Total	Remote e-Votes	Ballot Forms	Total	
Received	17	405	422	1,08,210	39846126	3,99,54,336	100.00
Assent	17	355	372	1,08,210	3,98,28,756	3,99,36,966	99.96
Dissent	0	35	35	0	14,965	14,965	0.04
Abstain	0	15	15	0	2,405	2,405	0.00
Total	17	405	422	1,08,210	3,98,46,126	3,99,54,336	100.00

Based on the aforesaid result, I report that, the Special Resolution as contained in Item No. 2 of the Notice of Postal Ballot dated February 08, 2017 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
C.P.No. 10980

Date : 30th March, 2017

Place : Thane

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