

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0792 email [sna@snaco.net](mailto:sna@snaco.net) : website [www.snaco.net](http://www.snaco.net)

To,  
The Chairman  
Hindustan Organic Chemicals Limited  
CIN: L99999MH1960GOI011895  
P.O Rasayani,  
Dist. Raigad, Maharashtra- 410207

Dear Sir,

At the outset, we would like to thank you for appointing us as the Scrutinizer for the remote e-Voting and voting by your members, at the 55<sup>th</sup> Annual General Meeting (AGM) of your Company held on Thursday, 29<sup>th</sup> September, 2016 at 3:00 p.m.

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

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

*Malati A. Kumar*

Malati Kumar  
Partner

Date : 30<sup>th</sup> September, 2016  
Place : Thane

Report of Scrutinizer on remote e-Voting & voting by members of Hindustan Organic Chemicals Limited at the 55<sup>th</sup> AGM

Sir, for your Approval Pl.

*Malati*

*CS Secy*

*30/9/2016*

*✓ CS*

*As discussed in AGM, provisional consent of CAG has been read & replied by them. Final consent of CAG has not been received. Therefore EGM will be called on receipt of final consent from CAG & accounts will be placed for approval of shareholders. Hence announce the results for item 2 to 6 except item No. 1.*

**SCRUTINIZER'S REPORT**

NAME OF THE COMPANY	Hindustan Organic Chemicals Limited
MEETING	55 <sup>th</sup> Annual General Meeting
DAY, DATE & TIME	Thursday, 29 <sup>th</sup> September at 3:00 p.m.
VENUE	Rasrang Hall, Dr. Kasbekar Park, Rasayani, Dist. Raigad - 410207.

**1. Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 55<sup>th</sup> Annual General Meeting (55<sup>th</sup> AGM) of Hindustan Organic Chemicals Limited (hereinafter referred to as the Company) held on 29<sup>th</sup> September, 2016 at 3:00 p.m. at Rasrang Hall, Dr. Kasbekar Park, Rasayani, Dist. Raigad - 410207.

**2. Dispatch of Notice convening the Meeting**

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), the Company completed dispatch of the Notice of the AGM as under:

- On 2<sup>nd</sup> September, 2016 by e-mail to 13880 members who have registered their e-mail ids with the Company/ Depositories.
- On 3<sup>rd</sup> September, 2016 by Registered Post to 27902 members, by Speed Post to 6504 members and by Courier to 585 members in physical form.

**3. Cut-off date**

The Voting rights were reckoned as on Thursday, 22<sup>nd</sup> September 2016, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

*Report of Scrutinizer on remote e-Voting & voting by members of Hindustan Organic Chemicals Limited at the 55<sup>th</sup> AGM*

**4. Remote e-Voting**

**4.1 Agency**

The Company had appointed CDSL as the agency for providing the remote e-Voting platform.

**4.2 Remote e-Voting**

Remote e-Voting platform was open from 9:00 a.m. on Friday, 23<sup>rd</sup> September, 2016 to 5:00 p.m. on Wednesday, 28<sup>th</sup> September, 2016 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the remote e-Voting platform provided by CDSL.

**5. Voting at the AGM**

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, 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 shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id and Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 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 Polling Papers to the Members who attended the meeting.

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

**6. Counting Process**

6.1 On completion of voting at the Meeting, CDSL provided us with the List of Members who had cast their votes at the AGM with their holding details and details of vote cast on the Resolutions.

6.2 The votes were reconciled with the records maintained by the Company and M/s Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents 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 e-Voting platform before Ms. Radhika Patkar and Ms. Janvi Venkatraman and downloaded the remote e-Voting results.

## 7. Results

7.1 We observed that

- a) 53 members had cast their votes at the AGM out of which votes cast by 8 members were found to be invalid ; and
- b) 19 members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 55<sup>th</sup> AGM dated 5<sup>th</sup> August, 2016 is enclosed.

7.3 Based on the aforesaid results, we report that, Five Ordinary Resolutions as contained in Item No. 1 to 5 and One Special Resolution as contained in Item No.6 of the Notice of the 55<sup>th</sup> AGM dated 5<sup>th</sup> August, 2016 have been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.  
Company Secretaries

*Malati A. Kumar*

Malati Kumar  
Partner

Date : 30<sup>th</sup> September, 2016

Place : Thane

**S. N. ANANTHASUBRAMANIAN & CO.**

**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

107/26, SRINAGAR, THANE - 400 601 Tel: 2334548 / 2543 2704 ; Fax: 2539 0292 email: [sns@snas.com](mailto:sns@snas.com) website: [www.snas.com](http://www.snas.com)

Item No. 2: Re-appointment of Shri Samir Biswas as a Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	13,626	45	3,94,90,072	61	3,95,03,698	100.00
Dissent	3	402	0	0	3	402	0.00
Abstain	0	0	0	0	0	0	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the Notice of the 55<sup>th</sup> AGM dated 5<sup>th</sup> August, 2016 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
Partner

Date : 30<sup>th</sup> September, 2016  
Place: Thane

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

10/28, BAHADURAN, THANE - 400 601 Tel: 25435848 / 2543 2704 / Fax: 2538 0292 Email: [anant@anantsec.in](mailto:anant@anantsec.in) Website: [www.anantsec.in](http://www.anantsec.in)

Item No. 3: ~~The~~ Appointment of Shri Sunil Kumar Sharma as a Director of the Company.

*Devishi Karmoor*

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	13,626	45	3,94,90,072	61	3,95,03,698	100.00
Dissent	3	402	0	0	3	402	0.00
Abstain	0	0	0	0	0	0	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the Notice of the 55<sup>th</sup> AGM dated 5<sup>th</sup> August, 2016 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
 Partner

Date : 30<sup>th</sup> September, 2016  
 Place: Thane

**S. N. ANANTHASUBRAMANIAN & CO.**

**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/76, BRINDABAN, THANE - 400 601 Tel: 25165648 / 2543 2704 Fax: 2518 0292, email: [info@snas.com](mailto:info@snas.com) | website: [www.snas.com](http://www.snas.com)

Item No. 4: Ratification of remuneration of Statutory Auditors and Branch Auditors of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7,626	39	3,94,88,972	54	3,94,96,598	99.98
Dissent	4	6,402	0	0	4	6,402	0.02
Abstain	0	0	6	1,100	6	1,100	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the Notice of the 55<sup>th</sup> AGM dated 5<sup>th</sup> August, 2016 has been passed with requisite majority.

*M. Malati A. Kumar*

Malati Kumar  
Partner

Date : 30<sup>th</sup> September, 2016  
Place: Thane

**S. N. ANANTHASUBRAMANIAN & CO.**

**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MHQ40400

107/2b, BILHARADAK, THANE - 400 601 Tel: 25195948 / 2543 2704 Fax: 2538 0292 email: [ananthasubramanian@snac.com](mailto:ananthasubramanian@snac.com) website: [www.snac.com](http://www.snac.com)

Item No. 5: Ratification of the appointment and remuneration of Cost Auditors for Kochi and Rasayani Unit for FY 2016-17.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7,626	45	3,94,90,072	60	3,94,97,698	99.98
Dissent	4	6,402	0	0	4	6,402	0.02
Abstain	0	0	0	0	0	0	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the Notice of the 55<sup>th</sup> AGM dated 5<sup>th</sup> August, 2016 has been passed with requisite majority.

*Malati A. Kumar*

Malati Kumar  
Partner

Date : 30<sup>th</sup> September, 2016  
Place: Thane



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

10/28, BRINDAVANI, TRIALB - 400 601 Tel: 23125656 / 2643 2704 Fax: 2539 0292 email: [anant@snas.com](mailto:anant@snas.com) website: [www.snas.com](http://www.snas.com)

Item No. 6: Approval and ratification of the actions of utilization pattern of Govt. Guaranteed, Rs. 150 Crore HOCL Bonds under Sr. XXI (21)

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7,626	36	3,94,88,372	51	3,94,95,998	99.98
Dissent	4	6,402	8	1,500	12	7,902	0.02
Abstain	0	0	1	200	1	200	0.00
<b>Total</b>	<b>19</b>	<b>14,028</b>	<b>45</b>	<b>3,94,90,072</b>	<b>64</b>	<b>3,95,04,100</b>	<b>100.00</b>

Based on the storesaid results, Special Resolution as contained in Item No. 6 of the Notice of the 55<sup>th</sup> AGM dated 5<sup>th</sup> August, 2016 has been passed with requisite majority.

*Malathi A. Kumar*

Malathi Kumar  
 Partner

Date : 10<sup>th</sup> September, 2016  
 Place: Thane

HOC/ACMD/55<sup>th</sup> AGM /Results/2016/10.1

Date : 01-10-2016

To

Company Secretary, HOCL.

Dear Madam,

**Sub.: Announcement of Voting Results of 55<sup>th</sup> AGM of HOCL held on 29-09-2016.**

1. As per the views expressed by the Officials of PCS, M/s. SNA&Co, the Secretarial Auditors and Scrutinizers at the 55<sup>th</sup> AGM of HOCL held on 29-09-2016, please inform the results of all items excluding the accounts (i.e.item No.1);
2. Further, as per advice of SNA &Co., as far as accounts are concerned, inform stock exchanges that as <sup>for</sup> Comments of the C&AG have not been received, the Company would be convening a (special) general meeting post receipt of CAG Comments.

  
S.B.Bhide

(Chairman of the 55<sup>th</sup> AGM)

ACMD &DT, HOCL