



**SCRUTINIZER'S REPORT**

(Pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

**Date: 30/03/2020**

To,  
The Chairman & Managing Director,  
**Hindustan Organic Chemicals Limited**  
**(CIN: L99999MH1960GOI011895)**  
**Reg Off.:** 401, 402, 403, 4th Floor,  
V-TIMES SQUARE Plot No. 3, Sector 15,  
CBD Belapur, Navi Mumbai,  
Thane -400614.

Dear Sir,

**Sub: Consolidated Scrutinizer's report on e-voting and Postal Ballot conducted pursuant to the provisions of sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.**

I, Divya S. Momaya, proprietor of D. S. Momaya & Co., Company Secretaries (FCS No.: 7885, CP No.: 7195) Firm having its office at Office No.11, Shree Durga Apartment, Gr. Floor,

Plot No. 186, Sector 10, Sanpada, Navi Mumbai-400705, have been appointed as Scrutinizer of Hindustan Organic Chemicals Limited ("the Company") pursuant to the provisions of sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 in its Board Meeting held on **February 14, 2020**, for the purpose of Scrutinizing the e-voting and Postal Ballot process in a fair and transparent manner and ascertaining majority on e-voting and Postal Ballot carried out as per the provision of Companies Act, 2013 on the below mentioned resolution, we submit our report as under:

1. The e-voting period remained open from **Thursday, February 27, 2020 09:00 am onward to Friday, March 27, 2020 upto 05.00 pm.**

2. Members approval has been sought for:

- To Sell or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company viz. Hindustan Fluorocarbons Ltd. (HFL) (Subsidiary of HOCL) under section 180(1)(a) as per Letter from Government of India (Ministry of Chemicals And Fertilizers, Department of Chemicals & Petrochemicals) vide File No. P. 51015/06/2019-Ch. III dated 29-01-**



**2020 informing decisions of CCEA directing closure of Hindustan Fluorocarbons Limited including i) To close the operations of the Plant of HFL ii) To dispose off the Plant and Machinery and other assets of HFL ii) Disposal/Sale or transfer of the entire 126 Acres (approx) of free-hold land of HFL on 'as is where is' basis (subject to outcome of the decision of Telangana Government/TSIIC on purchase of land, and as per guidelines 4.2 and 4.3.2 of the DPE Guidelines).**

3. On the basis of the Register of Members and 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 21, 2020 (cut-off date)**, the Company completed dispatch of the Notice of Postal Ballot:

- On **26<sup>th</sup> February, 2020**, by email to **22,572** members who had registered their email-ids with the Company Depositories.
- On **26<sup>th</sup> February, 2020**, in physical form by Courier to **26,488** members.

4. In terms of the aforesaid Notice. members were required to convey their assent or dissent, as the case may be, as under:

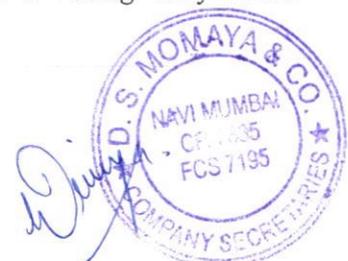
- In case of Postal Ballot Form mailed to them by the Company, in postage pre-paid envelopes addressed to me on or before close of working hours at **5:00 p.m. on Friday, March 27<sup>th</sup>, 2020.**
- In case of remote Voting, votes to be cast electronically on remote e-voting platform provided by Central Depository Services (India) Limited (CDSL) upto **5:00 p.m. on Friday, March 27<sup>th</sup>, 2020.**

5. We received 23 Postal Ballot Forms and 25 Members cast their votes on the remote e-voting platform, till **5:00 p.m. on Friday, March 27<sup>th</sup>, 2020.**

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 the 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 Postal Ballot Form and remote e-Voting having been identified, votes cast through remote e-Voting only were considered valid.



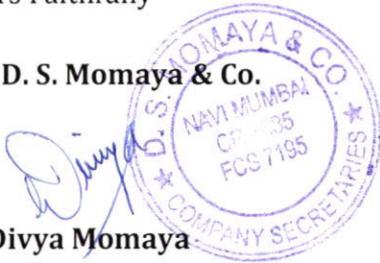
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that the Special Resolution as contained in the Postal Ballot Notice dated **February 14, 2020** has been passed with requisite majority.

10. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes and the same are handed over to the Company Secretary for safe keeping.

I have annexed with this Report, the details of the Postal Ballot and remote e-Voting and the analysis of the Result of the Special Resolution, as contained in the aforesaid Notice.

Thanking You,  
Yours Faithfully

For D. S. Momaya & Co.



**CS Divya Momaya**  
**Proprietor**  
**(FCS No.: 7195, CP No.: 7885)**

**Date: 30<sup>th</sup> March, 2020**

**Place: Navi Mumbai**

**Annexure to the SCRUTINIZER'S REPORT**

**Details of Postal Ballot & Remote e-voting and Postal Ballot conducted pursuant to the provisions of sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.**

<b>A</b>	<b>Postal Ballot</b>	<b>Item No. 1</b>
1	Number of Forms received from Members	23
2	Number of Forms rejected / not considered for reasons as stated below: -	
	a. Board Resolution not attached	0
	b. Signature missing	0
	c. Voted both 'For' and 'Against'	0
	Total Invalid Forms	0
	<b>Number of Valid Forms (1-2)</b>	<b>23</b>
<b>B</b>	<b>Remote e-voting</b>	
1	Number of Members who participated in Remote e-Voting	25
2	Invalid e-Voted/Not Voted	0
	<b>Number of Valid e-Voters (1-2)</b>	<b>25</b>
<b>C</b>	<b>Total Valid Voters (A+B)</b>	<b>48</b>



**Result of Postal Ballot**

1. **Item No.1:**To Sell or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company viz. Hindustan Fluorocarbons Ltd. (HFL) (Subsidiary of HOCL) under section 180(1)(a) as per Letter from Government of India (Ministry of Chemicals And Fertilizers, Department of Chemicals & Petrochemicals) vide File No. P. 51015/06/2019-Ch. III dated 29-01-2020 informing decisions of CCEA directing closure of Hindustan Fluorocarbons Limited including i) To close the operations of the Plant of HFL ii) To dispose off the Plant and Machinery and other assets of HFL iii) Disposal/Sale or transfer of the entire 126 Acres (approx) of free-hold land of HFL on 'as is where is' basis (subject to outcome of the decision of Telangana Government/TSIIC on purchase of land, and as per guidelines 4.2 and 4.3.2 of the DPE Guidelines).

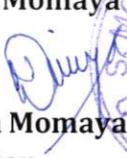
Particulars	Number of valid			Number of valid Votes contained in			%
	Remote e-Voters	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
<b>Assent</b>	14	23	37	19,265	3,94,90,148	3,95,09,413	99.27
<b>Dissent</b>	11	0	11	2,91,778	0	2,91,778	0.73
<b>Total</b>	<b>25</b>	<b>23</b>	<b>48</b>	<b>3,11,043</b>	<b>3,94,90,148</b>	<b>3,98,01,191</b>	<b>100</b>

**Synopsis of the Results of the Postal Ballot**

Based on the aforesaid result, the number of votes cast in favour of the resolution is more than the votes cast against the resolution we report that, the Special Resolution as contained in the Postal Notice dated February 14, 2020, has been passed with Requisite Majority.

Thanking you,

For D. S. Momaya & Co.

  
**CS Divya Momaya**  
**Proprietor**  
**(FCS No.: 7195, CP No.:7885)**



**Date: 30<sup>th</sup> March, 2020**

**Place: Navi Mumbai**