

Kaushik M. Jhaveri

B.COM, LL.B(Gen), FCS

KS K.M.JHAVERI & CO.
Practising Company Secretary

27th September, 2018

To,
The Chairman
HINDUSTAN ORGANIC CHEMICALS LIMITED
CIN: L99999MH1960GOI011895
Rasayani, Dist- Raigad,
Maharashtra, Pin- 410207

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for remote e-voting and voting through ballot paper by Members at the 57th Annual General Meeting (AGM) of your Company held on Wednesday, 26th September, 2018 at 3:00 p.m.

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

FOR KAUSHIK M. JHAVERI & CO.

Kaushik M. Jhaveri

Kaushik Jhaveri
Practising Company Secretary
C.P. No. 2592



Mumbai

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	HINDUSTAN ORGANIC CHEMICALS LIMITED
MEETING	57 th Annual General Meeting
DAY, DATE AND TIME	Wednesday, 26 th September, 2018 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 through ballot paper by Members at the 57th Annual General Meeting (AGM) of **HINDUSTAN ORGANIC CHEMICALS LIMITED** (hereinafter referred to as **the Company**) held on Wednesday, 26th September, 2018 at 3.00 p.m. at the venue.

2. Dispatch of Notice convening the AGM:

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 Notice of the AGM as under:

- By **e-mail** to 17,124 members who had registered their email-ids with the Company RTA on 29th August, 2018.
- By **Registered Post** to 29,074 members and by **Airmail** to 469 members in physical form on 29th August, 2018.

3. Cut-off Date:

The Voting rights were reckoned as on Wednesday, 20th September, 2018, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting through ballot paper at the AGM.

4. Remote e-Voting Process :

4.1: Agency

The Company has appointed Central Depository Services Limited (CDSL) as the agency for providing the remote e-Voting platform.



4.2: Remote e-Voting Period

Remote e-Voting platform was opened from **9:00 p.m. on Friday, 21st September, 2018 till 5:00 p.m. on Tuesday, 25th September, 2018** and members were required to cast their votes electronically conveying their assent or dissent in respect of the 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) 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 & Client ID/ folios, number of shares held but not the manner in which they have voted.
- 5.2:** Accordingly, CDSL the remote e- voting agency provided us with the names, QP 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 the members who attended the meeting
- 5.4:** After the Chairman announced the commencement of voting. 1 (One) ballot box kept at the venue for polling was locked in our presence,

6. Counting Process :

- 6.1:** On completion of voting at the AGM, Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company (RTA) provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- 6.2:** The votes casted through ballot paper(s) were reconciled with the records maintained by the Company and RTA with respect to authorizations/proxies lodged with the Company.
- 6.3:** We unblocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Ms. Pooja Merchant and Ms. Tejashree Pajave and downloaded the remote e-Voting results.



7. Results :

7.1: I observed that:

(a) 62 Members had cast their votes at the AGM out of which 19 were invalid.

(b) 13 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 AGM dated 10th August, 2018 is enclosed herewith.

7.3: Based on the aforesaid results, we report that Eight Ordinary Resolutions as contained in Item No. 1 to Item No. 8 of the Notice of the AGM dated 10th August, 2018 have been passed with the requisite majority.

FOR KAUSHIK M. JHAVERI & CO.

Kaushik M. Jhaveri

Kaushik M. Jhaveri

Proprietor

FCS No. 4254/ C.P. No. 2592



Dated 27th September, 2018

Place: Mumbai

Consolidated Results

1. Adoption of audited financial statements (including audited consolidated financial statements) for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	40	39489575	53	39503086	100.00
Dissent	0	0	0	0	0	0	0
Total	13	13511	40	39489575	53	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

2. Re-appointment of Mr. Samir Kumar Biswas (DIN: 01664091) as per GOI order as director, liable to retire by rotation:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	38	39489565	51	39503076	100.00
Dissent	0	0	2	210	2	210	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

3. Re-appointment of Ms. Meenakshi Gupta (DIN: 07686646) as per GOI order as director, liable to retire by rotation:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	40	39489775	53	39503286	100.00
Dissent	0	0	0	0	0	0	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.



4. Approval for remuneration of:

- (i) Rs.1,75,000/- to be paid to M/s. M. B. Agrawal & Co., Chartered Accountants, Mumbai (Firm Registration Number [B00292]) appointed as Statutory Auditor by C&AG for the Financial Year 2018-19
- (ii) Rs.1,56,000/- to be paid to M/s. BSJ & Associates, Chartered Accountants, Kochi (Firm Registration Number [SR1972]) appointed as Branch Auditor by C&AG for the Financial Year 2018-19

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 2018-19.

Particulars	Remote e-		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	39	39489575	52	39503086	100.00
Dissent	0	0	1	200	1	200	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

5. Approval appointment and remuneration of M/s. BBS & Associates, Cost Accountants, Kochi as Cost Auditors of Kochi Unit & as lead cost auditors of the Company for the FY 2018-19:

Particulars	Remote e-		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	38	39489375	51	39502886	100.00
Dissent	0	0	1	200	1	200	0.00
Total	13	13511	39	39489575	52	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 5 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.



6. Approval of Shifting the Registered Office of the Company from Rasayani in the state of Maharashtra to Office at :401,402,403, 4th Floor, V Times Square, Plot No.3, Sector-15, CBD Belapur, Navi Mumbai, 400614, also in the state of Maharashtra:

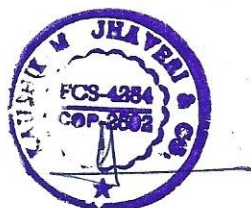
Particulars	Remote e-		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	35	39488965	48	39502476	100.00
Dissent	0	0	4	610	4	610	0.00
Total	13	13511	39	39489575	52	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 6 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

7. Approval to keep the Company's Common Seal and other Records, various Registers, Books of Accounts, Copies of Returns, etc., at the Corporate Office of the Company at CBD, Belapur, Navi Mumbai or at the office of the Registrar and Share Transfer Agent at Mumbai. (i.e. place other than Registered Office, where the Company's Shares related Registers, returns and other documents/e-documents are kept):

Particulars	Remote e-		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	36	39488975	49	39502486	100.00
Dissent	0	0	3	600	3	600	0.00
Total	13	13511	39	39489575	52	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 7 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.



8. To consider subject to Government approval , to approve the proposal for Sale of HOCL land at Rasayani admeasuring 16800 Sq. ft. area situated at village Dapivali, Taluka Panvel, Dist. Raigad, to M/s Indian Oil Corporation Ltd. (IOCL) as 'as is where is basis', at consolidated sale amount of Rs. Rs.75,00,000/- [for outright purchase of 16800/- Sq. ft. land by IOCL]:

Particulars	Remote e- voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	12	13411	39	39489575	51	39502986	100.00
Dissent	1	100	1	200	2	300	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 8 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

I hereby confirm that, I have maintained the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-voting and voting conducted at the AGM by way of Ballot Papers by the members of the Company. The Ballot Papers and all other relevant records relating to E-voting and physical voting which were under my safe custody are separately handed over to the company Secretary for Safe keeping.

Thanking you,

Yours faithfully,

For KAUSHIK. M. JHAVERI & CO.

Kaushik M. Jhaveri

Kaushik M. Jhaveri

Proprietor

FCS: 4254 / COP. No. 2592



Witnesses:

1. Ms. Pooja Merchant *P. P. Merchant*

2. Ms. Tejashree Pajave *T. Pajave*

Received the Report together with other data / records mentioned therein:

Place: Mumbai

Date: 27th September, 2018