

**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 the Special Resolutions as contained in the Notice of Postal Ballot dated **March 16, 2018**.

1. In terms of Provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we were appointed as Scrutinizer by the Company to conduct the Postal Ballot as contained in the Notice dated **March 16, 2018**.
2. Members approval has been sought for :
  - 1) Sale of 242 acres (+/- 10%) of Company's land at Rasayani, Maharashtra to BPCL at "as is where is basis" at a consolidated sale amount of Rs. 381.2949 crores (+/- 10%) subject to Government approval.
  - 2) (a) Sale of the variation of 442 acres (+/- 3%) of land to BPCL subject to Government approval (the sale of 442 acres of land to BPCL being already approved by the shareholders vide postal ballot notice dated 8<sup>th</sup> February, 2018).  
(b) Sale of an additional area totalling to 7.238 acres of public roads forming part of the 442 acres (+/- 3%) of land to BPCL without additional payment by BPCL, subject to Government approval.
3. 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 **March 23, 2018 (cut-off date)**, the Company completed dispatch of the Notice of Postal Ballot:
  - On **5<sup>th</sup> April, 2018**, by email to **17,699** members who had registered their email-ids with the Company/ Depositories.
  - On **7<sup>th</sup> April, 2018**, in physical form by registered post to **29,991** members.

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

**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400601 | Tel 25345648/25432704 | Email [sna@snaco.net](mailto:sna@snaco.net) | Website [www.snaco.net](http://www.snaco.net)

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 Thursday, May 10, 2018.**
  - 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 Thursday, May 10, 2018.**
5. I received **271** Postal Ballot Forms and **20** Members cast their votes on the remote e-Voting platform, till **5:00 p.m. on Thursday, May 10, 2018.**
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-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 Resolutions as contained in the Postal Ballot Notice dated March 16, 2018 have been passed with requisite majority.

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 Resolutions as contained in the aforesaid Notice.

**For S. N. Ananthasubramanian & Co.**

*Malati A. Kumar*  
**Malati Kumar**  
Partner  
COP No. 10980



**11<sup>th</sup> May, 2018**  
Thane

**Details of the Postal Ballot & Remote e-Voting**

<b>A</b>	<b>Postal Ballot</b>	<b>Item no 1</b>	<b>Item no 2</b>
1	Number of Forms received from Members	271	271
2	Number of Forms rejected / not considered for reasons as stated below:-		
	a. Vote not cast	18	18
	b. Board Resolution not attached	3	3
	c. Signature missing	4	4
	d. Remote e-voting done	0	0
	e. Voted both 'For' & 'Against'	2	2
	<b>Total Invalid Forms</b>	<b>27</b>	<b>27</b>
	<b>Number of Valid Forms (1-2)</b>	<b>244</b>	<b>244</b>
<b>B</b>	<b>Remote e-Voting</b>		
1	Number of Members who participated in Remote e-Voting.	20	20
2	Invalid e-Votes/Not voted	--	--
	<b>Number of Valid e-Voters(1-2)</b>	<b>20</b>	<b>20</b>
<b>C</b>	<b>Total Valid Voters (A+B)</b>	<b>264</b>	<b>264</b>



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**Result of Postal Ballot**

**Item No. 1:** To consider and to approve the proposal for sale of 242 acres (+/- 10%) of Company's land at Rasayani, Maharashtra to BPCL at "as is where is basis" at consolidated sale amount of Rs. 381.2949 crores (+/- 10%) subject to Government approval

Particulars	Number of valid			Number of valid Votes contained in			%
	Remote e-Voters	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Assent	19	227	246	2,91,953	3,95,31,097	3,98,23,050	99.99
Dissent	1	17	18	100	4,075	4,175	0.01
<b>Total</b>	<b>20</b>	<b>244</b>	<b>264</b>	<b>2,92,053</b>	<b>3,95,35,172</b>	<b>3,98,27,225</b>	<b>100.00</b>

Based on the aforesaid result, I report that, the **Special Resolution** as contained in the Postal Ballot Notice dated March 16, 2018, has been passed with **requisite majority**.

*Malati A. K.*



**Malati Kumar**  
**COP No. 10980**

**11<sup>th</sup> May, 2018**  
**Thane**

*Scrutinizer's Report on HOCL - Postal Ballot*

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

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**Item No. 2:**(a) To consider and to approve the proposal for sale of the variation of 442 acres (+/- 3%) of land to BPCL subject to Government approval (the sale of 442 acres of land to BPCL being already approved by the shareholders vide postal ballot notice dated 8<sup>th</sup> February, 2018)

(b) To consider and to approve the proposal for sale of an additional area totalling to 7.238 acres of public roads forming part of the 442 acres (+/- 3%) of land to BPCL without additional payment by BPCL subject to Government approval

Particulars	Number of valid			Number of valid Votes contained in			%
	Remote e-Voters	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Total	
Assent	19	224	243	2,91,953	3,95,30,797	3,98,22,750	99.99
Dissent	1	20	21	100	4,375	4,475	0.01
<b>Total</b>	<b>20</b>	<b>244</b>	<b>264</b>	<b>2,92,053</b>	<b>3,95,35,172</b>	<b>3,98,27,225</b>	<b>100.00</b>

Based on the aforesaid result, I report that, the **Special Resolution** as contained in the Postal Ballot Notice dated March 16, 2018 has been passed with requisite majority.

*Malati A. Kumar*  
**Malati Kumar**  
**COP No. 10980**



**11<sup>th</sup> May, 2018**  
**Thane**

*Scrutinizer's Report on HOCL - Postal Ballot*