



पंजीकृत कार्यालय तथा फैक्टरी : पो. ऑ. रसायनी, जिला रायगड, महाराष्ट्र, भारत, पिन - ४१० २०७.
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हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड

CIN: L99999MH1990001225

(भारत सरकार का उद्यम)

HINDUSTAN ORGANIC CHEMICALS LIMITED

(A Govt. of India Enterprise)

HOC/SEC/Se-com/EGM/12.11

Date: 2nd December, 2016.

To
The Manager
Listing Department,
National Stock Exchange of India Ltd.,
"Exchange Plaza", C-1, Block G, BKC,
Bandra (East), **MUMBAI - 400 051.**

Fax No.: 022-26598237/38, 26598347/48

Kind Attn: Ms. Sapna Sharma, Manager

Dear Sir,/Madam,

Sub : 1. Report of the Scrutinizer, viz. Ms. Malati Kumar, on Voting (both by E-Voting and by Poll-Ballot Papers)- by the shareholders of the Company for the Special Business Item No. 1 of the HOCL's Extraordinary General Meeting (EGM) held on Wednesday, 30th November, 2016 of our Company.

3. Various Reports received in respect of E.G.M. and Voting from R&T in pursuance to Cl.31 & Cl.35A of the L.Rs.

3.Proceeding of EGM & AGM – in MGT 15 & Minutes of EGM & AGM for Records.

Ref: 1. Compliance under Cl. 31 of the Listing Regulations [LR] with the SEs.
2. Compliance under Cl.35A of the Listing Regulations [LR] with the SEs.

Further to our letter dated 29/10/2016 Reg. Notice of EGM etc. intimation to BSE/NSE, we enclose herewith the copy of Scrutinizer's (viz. Ms. Malati Kumar, M/s.S.N.Ananthasubramanian &Co.,PCS,) Report on EGM - E-Voting & Voting at Poll by the Shareholders of the Company at the EGM held on 30-11-2016, comprising of the following :

1. Copy of Scrutinizer's Report on E-Voting conducted from 25th November, 2016 to 29th November, 2016.;
2. Report of the Scrutinizer for the poll at the EGM of the Company held on 30th November, 2016.
3. Consolidated Result of E-Voting & Poll.;

Attendance Summary(Cl.35), Cl.35A (e-voting), Poll Summary (Physical), Votes cast on e-voting in respect of resolution passed, Votes cast on e-voting in respect of resolution passed, Poll Summary (e-voting), Cl.35A (Physical and e-voting), Cl.35A (Physical), Vote cast on poll ordered in respect of resolution passed. Voting Summary (e-voting and Physical Voting) in respect of resolution passed before the E.G.M. of the Company on 30th November, 2016, which are self-explanatory and for your records, please.

Further, please note that, as the comments of the C&AG has been received vide CAG letter dtd. 07-10-2016, the Company has conducted Extraordinary General Meeting after receipt of C&AG comments for Item No.1 – Adoption of Audited Annual Accounts for the FY 2015-16 together with the Directors' Report, and the Auditors' Report thereon, which was duly received and adopted by the shareholders of the Company at the EGM held on 30-11-2016.

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Accordingly, as per procedure and in compliance with the LRs with the SEs, the Consolidated Results of E- Voting & Poll held at the EGM with respect to item No.1(Reg. Adoption of Audited Annual Accounts – FY 2015-16)_ was already placed on the HOCL web site of our Company on 01-12-2016 and within 48 hours of the conclusion of the EGM.

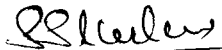
Further, in compliance with the applicable LRs, please find enclosed herewith copies the 1) Scrutinizer's Report / Voting Results of EGM (2) MGT-15 & Minutes of EGM held on 30-11-2016 and also (3) MGT-15 & Minutes of AGM held on 29-11-2016 all for your records.

Kindly acknowledge the receipt and the take the same on your records.

Thanking you,

Yours faithfully,

For Hindustan Organic Chemicals Ltd.,



(Mrs. Susheela S. Kulkarni)

Company Secretary

Encl : As above.

(Pl. enclose all the attachments
before sending & enclose)



HINDUSTAN ORGANIC CHEMICALS LIMITED

Minutes of the 55th Annual General Meeting of the Shareholders of the Company held on Thursday, the 29th September, 2016 at 3.00 p.m. at the Registered Office of the Company at Rasrang Hall, Dr. Kasbekar Park, Rasayani, Dist.Raigad, Maharashtra, 410207.

Present : (Front Row)

1. Shri S. B. Bhide, Acting Chairman & Managing Director - Chairman of the Meeting
2. Shri Dinesh Kumar, Director , DOCP – President's Nominee
3. Smt.Susheela.S.Kulkarni, Company Secretary
4. CA Sanjay Pichholia – Partner, JMT & Associates
5. Mr. P.O.Luise, - CFO, DGM(Fin.)

Other Officers present : (Back Row)

1. Shri S.Krishnamurty, Executive Director, Rasayani Unit
2. Shri T.S. Gaikwad, MD, HFL
3. Shri B.S.Marathe, CGM(P&E) – FM
4. Shri M.S.Chavan, GM(P&A/F&A)

At the Annual General Meeting there were total 85 Nos. of Shareholders holding **3,95,00,427** No. of shares, present in the AGM Hall.

Company Secretary, Mrs. Susheela S. Kulkarni welcomed Shri S.B.Bhide, Acting Chairman & Managing Director of the Company and other dignitaries. Shareholders present and the special invitees at the meeting.

Chairman

Pursuant to Article 53 of the Articles of Association of the Company, Shri S.B. Bhide Acting Chairman & Managing Director of the Company, as Chairman of the 55th Annual General Meeting presided over the Meeting.

Quorum

After confirming that adequate quorum is present (at 3.00 p.m. Nos. of shareholders holding 3,95,00, including President's Nominee have attended the meeting), at 3.00 p.m. as prescribed under Article 52(1) of the Articles of Association of the Company. & as the Quorum was present, Chairman called the meeting to order and declared that the meeting was duly convened and commenced the proceedings.

Notice of the Meeting

Then the Chairman with the consent of the shareholders present, as the Notice of the 55th Annual General Meeting as already circulated to the Members the 55th AGM Notice was taken as read by the Company Secretary.

Business of the Meeting

Chairman Shri S.B. Bhide welcomed the shareholders of the Company for the 55th Annual General Meeting and introduced to the Shareholders present at the meeting the dignitaries / invitees present viz. President's Nominee Shri Dinesh Kumar, Director DCPC, Company Secretary, Mrs. Susheela S. Kulkarni, CA Sanjay Pichholia, Statutory Auditors of the Company (for the FY 2015-16) from JMT & Associates, CFO, Mr. P.O. Luise, DGM(Fin.) Unit in Charge, Rasayani Unit – Shri S. Krishnamurthy, Factory Manager – CGM (P&E) Shri B.S. Marathe and MD, HFL - Shri T.S. Gaikwad

Thereafter, the Chairman Shri S.B. Bhide, addressed the members and gave his Key Note address (Chairman's Speech) and briefed the Shareholders about the operations and financial performance for the year 2015-16 and the position prevailing thereof at present.

Then while Company Secretary Mrs. Susheela Kulkarni was reading the Independent Auditors' Report, after reading same paragraphs, one of the shareholders present at the meeting stood up and said that the Independent Auditors' Report has already been circulated to the shareholders in the 55th Annual Report of the Company and was already

in the hands of the shareholders may be taken as read. There being no other contrary views, the regular business of the meeting commenced.

However during the course of the meeting some shareholders asked for the comments of the C&AG. To answer the query of the Shareholders in this regard, Chairman explained that though Company had received preliminary observations of the C&AG which were then duly replied, however, final comments reports from the C&AG were not received till the date of the AGM. Hence the same could not be placed before the Shareholders. Therefore, some Shareholder raised objection for passing the Resolutions of Item No. 1 on Adoption of Audited Annual Accounts (2015-16) without the C&AG Comments.

Thereafter CMD, Shri S.B. Bhide announced that as HOCL being a listed Company (listed with BSE &NSE) pursuant to the Companies Act, 2013, at any general meeting/s of the listed Companies, all the 4 Ordinary Businesses and 2 Special Businesses all Items will be decided by Voting by (a) E- Voting and by (b) Poll through specified ballot papers at the 55th AGM.

Further, CMD, in this context stated that, the facility of E-Voting through CDSL Portal for the purpose of HOCL 55th AGM, was kept open, from 23-9-2016 to 28-9-2016 (for 6 days) CMD also read out the Poll Process Procedures to be followed during Voting through Ballot papers at the 55th AGM, for the knowledge of the shareholders and also informed that for voting purposes, the Board has appointed Ms. Malati Kumar, Associate of M/s. S.N.A&Co, PCS, as Scrutinizer, as provided under the Rules prescribed therein.

Therefore, as the voting is to be done by Poll together for all the 6 items at one stretch in one single Ballot Paper, the Chairman informed the Shareholders that, the motions of all the items form Item No. 1 to 6 will be first read and the proposers and seconders thereof respectively will be announced before inviting the shareholders to speak on the motion on Item No. 1 (i.e. on Accounts 2015-16 only).

Then the Scrutinizer's Officer, Mr. Anil Joshi displayed the empty Ballot Box before the Shareholders, then sealed and placed the same before the Shareholders.

Chairman then took the businesses of the Meeting in the order of the Notice and read the motions as under:

ORDINARY BUSINESS :

Item No. 1. To receive and to adopt the Audited, Statement of Profit & Loss Account of the Company for the period from 1st April, 2015 to 31st March, 2016 and the Audited Balance Sheet as at 31st March, 2016 together with the Directors' Report thereon. : -

The following motion was proposed by the Chairman :-

"RESOLVED THAT the Audited, Statement of Profit & Loss of the Company Balance Sheet of the Company for the period from 1st April, 2014 to 31st March, 2015 and the Audited Balance Sheet as at 31st March, 2015 together with the Directors' Report and the Auditors' Report thereon be and is hereby received approved and adopted."

Shri B.S.Marathe [Folio No. B 000041] seconded the motion.

Chairman read the second item of the agenda as :

Item No.2. To appoint Shri Sameer Kumar Biswas, Jt.Secretary, (as appointed by the GOI vide its Order) who retires at this AGM and being eligible offers himself for re-appointment.

Chairman informed that Shri S.K.Biswas, Jt. Secretary, Dept. of Chemicals & Petrochemicals, will retire at this AGM and Company has received Order of the Government vide letter dated 06/09/2016, re-appointing Shri S.K.Biswas, Jt. Secretary, Department of Chemicals & Petrochemicals, GOI as part-time Government Director to hold office from this AGM till the conclusion of next AGM in 2017, or till further orders, whichever is earlier.

Then the Chairman read the motion as under :-

"RESOLVED THAT Shri S.K.Biswas, Jt. Secretary, Dept. of Chemicals & Petrochemicals, be and is hereby re-appointed as Director to hold office from the conclusion of this AGM till the next AGM of the Company or till further orders."

The above motion was proposed by **Shri Kiran G.** [Folio No. _____], which was seconded by **Shri A.V.Gajargaonkar** [Folio No. _____]

Chairman read the third item of the agenda as :

Item No. 3. To appoint Shri Dinesh Kumar, Director (as per GOI letter dated 07/09/2016) in place of Shri Sunil Kumar Sharma, Director - II, as part time Govt. Nominee Director w.e.f. 29-09-2016 who retires at this AGM.

Chairman informed that Shri Sunil Kumar Sharma, Director, Chemicals-II, DCPC, who was appointed earlier as Govt. Nominee Director on the Company's Board w.e.f.16-5-2016 will retire at this AGM. He further stated that as Company has received Orders of the Government vide letter dated 07/09/2016, appointing Shri Dinesh Kumar, Director in the Department of Chemicals & Petrochemicals, GOI as part-time Government Nominee Director to hold office from this AGM till the conclusion of next AGM in 2017, or till further orders, whichever is earlier.

Then the Chairman read the motion as under :-

"RESOLVED THAT Shri Dinesh Kumar, Director, DCPC, be and is hereby appointed as Govt. Nominee Director to hold office from the conclusion of this AGM till the next AGM in 2017 of the Company or till further orders, whichever is earlier."

The above motion was proposed by **Shri Rajesh Kumar** [Folio No. 0001293], which was seconded by **Shri P.Y.Patil** [Folio No. _____]

Chairman read the fourth item of the agenda as :

Item No. 4. To authorise and to ratify the actions of the Board of Directors of the Company to fix the remuneration of the Statutory Auditors and Branch Auditors of the Company for FY 2016-17 appointed by C&AG of India.

Chairman informed that the C&AG vide its letter dated 11-7-2016 has appointed M/s P.G.Bhagwat, CAs, as Statutory Auditors and M/s Ayyar & Cherian, Kochi, as Branch Auditors of the Company for the financial year 2016-17. He further stated that the Board of Directors at their meeting had fixed the remuneration (same as previous year) payable to the statutory and branch auditors which were put up in item No.4 to the shareholders for approval and for ratification.

Then the Chairman read the motion as under :-

"RESOLVED THAT the remuneration of Rs.1,75,000/- (Rupees One Lakh Seventy Five Thousand only) (excluding OPE) to M/s P.G.Bhagwat, CAs, Statutory Auditors and Rs. 1,56,000/- (Rupees One Lakh and Fifty Six Thousand only) (excluding OPE) to M/s Ayyar & Cherian, Kochi, Branch Auditors of the Company for the financial year 2016-17 be and are hereby approved and ratified the actions of the Board."

"RESOLVED FURTHER THAT, in future, the Board of Directors of the Company be and is hereby authorized to fix the remuneration of Auditors of the Company, as the Board of Directors deems fit, as and when communication is received from the Comptroller & Auditor General of India (C&AG) regarding the appointment of the Auditors of the Company for the future years."

The above motion was proposed by **Shri Shri R.M.Pore** [Folio No.]

which was seconded by **Shri K.B.Kawade** [Folio No.]

SPECIAL BUSINESS:

Chairman read the fifth item of the agenda as :

Item No. 5. To ratify the actions of the Board of Directors of the Company for appointment and remuneration of M/s. BBS & Associates, Cost Accountants, Kochi and M/s. V.J.Talati & Co., Cost Accountants, Mumbai as Cost Auditors of Kochi Unit & Rasayani Unit of the Company respectively for the FY 2016-17 .

Chairman informed that the Board has appointed same cost auditors of the previous year also as cost auditors for the FY 20-16-17 under the same terms and conditions of fees etc.

Then the Chairman read the motion as under :-

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. BBS & Associates, Cost Accountants [Membership No. - 25794] as Cost Auditors for Company's Kochi Unit for F.Y. 2016-17 at a fees of Rs.40,000/- p.a. and Out of pocket

expenses at Rs. 5000/- for the financial year 2016-17 AND THAT the appointment of M/s. V.J. Talati, Cost Accountants [Membership No. - M/2203] as Cost Auditors for Company's Rasayani Unit for the Financial Year 2016-17 at fees of Rs. 40,000/- p.a. and to act as Lead Auditors and assist in filing the relevant XBRL forms at fees of Rs. 10,000/- p.a. and out of expenses at Rs. 8,000/- for the F.Y. 2016-17; of the Company be and are hereby approved."

"RESOLVED FURTHER THAT, in future, the Board of Directors of the Company be and is hereby authorized to appoint the Cost Auditors and to fix the remuneration of Cost Auditors of the Company, as the Board of Directors deems fit in future years, and to communicate the same to the Central Government as per new Companies Act, 2013 and as per the rules prescribed therein in future years also."

The above motion was proposed by **Shri B.S.Marathe** [Folio No. B 000041],

which was seconded by **Shri Kiran G.** [Folio No. 0001090]

Chairman read the sixth item of the agenda as :

Item No. 6. To consider and to approve and ratify the actions of utilisation pattern of Govt. Guaranteed, Rs. 150 Crore HOCL Bonds under Sr. XXI (21) and to pass the following resolution with or without modifications.

Chairman informed that the utilization patter of HOCL Bonds Sr.21- Rs.150 crore as explained in the explanatory statement annexed to the AGM Notice was put up in the uitem no.6 for approval and for ratification of the utilization and actions taken by the Board in this regad.

Then the Chairman read the motion as under :-

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the new Companies Act, 2013 and the Rules there under and other applicable laws company hereby approves the manner in which the proceeds Govt. Guaranteed Rs. 150 Crores HOCL Bonds under Sr. XXI (21) raised with the prior consent of the shareholders of the Company during 2014 and ratifies the actions on utilisation pattern thereof made during October-November, 2014 as noted by the Board of Directors at their Meeting held on 14-11-2014".

"FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to take all such other actions and deeds as may be

required in this regards in connection with Rs.150 Crores Bond of HOCL under Sr. XXI(21).

The above motion was proposed by **Shri R.M.Patil** [Folio No. 000]

which was seconded by **Shri K.B.Kawade** [Folio No.]

Thereafter, as announced earlier, Chairman gave opportunities to the Shareholders present, to express their views on Item No. 1 of the 55th AGM reg. Annual Accounts 2015-16 put forth before the shareholders for their approval. Accordingly, S/Shri S.M.Deshpande, D.T.Dandge, Sambhaji R. Patil, M.A.Dhakras, Gajanan H.Mali, A.M.Joshi and B.P.Peshattiwar expressed their views on behalf of Shareholders including their concerns and apprehensions over several issues.

After having given adequate opportunity to the Shareholders to give their views, Chairman replied satisfactorily to all the queries raised by the Shareholders.

Further, the members who have not cast their vote through e-voting are requested to cast their vote through ballot form distributed at the time of entry into the AGM, after the resolutions have been moved. The members who have already voted through e-voting shall not be eligible to participate in the voting through ballot.

Chairman then requested the members to cast their votes on the ballot poll paper for all the **Item no.1 to 6**, viz. four Ordinary Businesses viz. **Item No.1, Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report, and Auditors' Report for the year 2015-16**, **Item No.2, Re-appointment of Govt. Nominee Director by rotation, Shri Samir Kumar Biswas, JS**, **Item No.3, Appointment of Govt. Nominee Director- Shri Dinesh Kumar**, **Item No.4, To fix the remuneration of Statutory Auditors and Branch Auditors of the Company (appointed by C&AG of India) for the year 2016-17**, **Item No. 5, Appointment and remuneration of Cost Auditors for Company's Rasayani & Kochi Units for the year 2016-17** and **Item No.6, Approval and ratification of the utilisation pattern of Rs. 150 crore, HOCL Bonds Sr.XXI(21).**

After casting the vote through Voting by Poll, by all the shareholders present, the Scrutinizer sealed the box and then took custody of the Ballot Box (with votes cast) for counting and for ascertaining the results of votes cast.

As it will take some time to count the votes and to ascertain the results of voting by the Scrutinizer, Company Secretary announced that the results of Voting will be placed at the HOCL Web site as per procedure after declaration of the result by the Chairman.

After vote of thanks by the Company Secretary, the Chairman concluded the Meeting. Then the Chairman declared the Meeting as closed and then the Shareholders disbursed from the 54th AGM Venue/ Hall.

Pursuant to applicable provisions of the New Companies Act, 2013 & Rules thereunder along with relevant Clause under the Listing Agreement with the SEs, the Results of Voting as reported by the Scrutinizer in their Report is enclosed as Annexure.

Then the Voting Results were declared for all items (i.e. 2 to 6) except for item no. 1 as the results of item no. 1 for want of C&AG Comments were deferred sine die to the next GM/EGM to be conducted on receipt of Comments of the C&AG on the Annual Audited Accounts for the FY 2-15-16.

Company Secretary

Chairman

Place : Rasayani

Date : 01/10/2016

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4. Annexure. (Pl. Sub)

Annexure.

As per Scrutinizer's Report, the Chairman declared the Voting Results as under:-

After completion of counting of votes, the scrutinizer ascertained the results of Voting (both E-Voting & Poll) as reported in her Scrutinizer's Report as under:-

ORDINARY BUSINESS:

Item No. 2.

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	13,626	3,94,90,072	3,95,03,698	100.00
Dissent	402	0	402	0.02
Total	14,028	3,94,94,072	3,95,04,100	100.00

Result : Passed with requisite majority

Item No. 3.

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	13,626	3,94,90,072	3,95,03,698	100.003
Dissent	402	0	402	0.00
Total	14,028	3,94,94,072	3,95,04,100	100.00

Result : Passed with requisite majority

Item No.4. :

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	7,626	3,94,88,972	3,94,96,598	99.98
Dissent	6,402	0	6,402	0.02
Total	14,028	3,94,90,072	3,95,04,100	100.00

Result : Passed with requisite majority

Item No.5.

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	7,626	3,94,88,972	3,94,97,698	99.98
Dissent	6,402	0	6,402	0.02
Total	14,028	3,94,90,072	3,95,04,100	100.00

Result : Passed with requisite majority

Item No.6.

Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	7,626	3,94,88,372	3,94,95,998	99.98
Dissent	6,402	1,500	7,902	0.02
Total	14,028	3,94,90,072	3,95,04,100	100.00

Result : Passed with requisite majority

~~Item No. 1~~

Based on the Scrutinizer's Report, the Chairman declared the Results of Voting of all the 5 Items viz. Item No. 2 to Item No. 6 as under:-

Item No.2:

The **Ordinary Resolution** as contained in Item No.2 of the Notice dated 5th August, 2016, is passed with **requisite majority**.

Item No.3:

The **Ordinary Resolution** as contained in the Item No.3 of the Notice dated 5th August, 2016, is passed with **requisite majority**.

Item No.4:

The **Ordinary Resolution** as contained in the Item No.4 of the Notice dated 5th August, 2016, is passed with **requisite majority**.

Item No.5:

The **Ordinary Resolution** as contained in the Item No. 5 of the Notice dated 5th August, 2016, is passed with **requisite majority**.

Item No.6:

The **Ordinary Resolution** as contained in the Item No. 6 of the Notice dated 5th August, 2016, is passed with **requisite majority**.

Reg. Item No. 1 :

Results of Item No. 1 for want of C&AG Comments were deferred sine die to the next GM /EGM to be conducted on receipt on Comments of the C&AG on the Annual Audited Accounts for the FY 2015-16

Secretary

Chairman

Place : Navi Mumbai
Date : 01-10-2016

Form No. MGT 15 :

Form for filing Report on Annual General Meeting

Pursuant to section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies (Management and Administration) Rules, 2014

1. (a) CIN: L99999MH1960GOI011895
(b) GLN : Not Applicable.
2. (a) Name of the company : **Hindustan Organic Chemicals Limited**
(b) Registered office address : Post Rasayani, Dist-Raigad, Raigad,
Maharashtra, 410207
(c) E-mail id : cs@hoclindia.com

3. Details of the meeting:

- (i) day, date, hour of the annual general meeting: **Thursday, 29th September, 2016, at 3.00 p.m.**
- (ii) venue of the annual general meeting: **RASRANG HALL, Dr. Kasbekar Park, Rasayani, Dist. Raigad – 410 207**
- (iii) whether chairman of the meeting appointed: **CHARIMAN OF THE COMPANY WAS APPOINTED AS THE CHAIRMAN OF THE MEETING;**
- (iv) number of members attending the meeting: **85 Shareholders holding 39500427 No. of shares**
- (v) whether the requisite quorum is present: **YES**
- (vi) business transacted at the meeting and result thereof: **EXCLUDING ITEM NO.1 REG. AUDITED ANNUAL ACCOUNTS FY 2015-16 , 3 ORDINARY BUSINESS AND 2 SPECIAL BUSINESS WERE PASSED WITH ADEQUATE MAJORITY;**



4. Fair summary of proceedings of the meeting.

A brief summary of the resolutions passed through E-voting and Poll, are as under:

Company Secretary, Mrs.Susheela S. Kulkarni welcomed the Chairman & Managing Director, other Directors of the Company, other dignitaries, Shareholders present and the special invitees at the meeting

Shri S.B.Bhide, Acting Chairman & Managing Director of the Company, appointed as Chairman of the 55th Annual General Meeting presided over the Meeting.

After confirming that adequate quorum was present Chairman called the meeting to order and declared that the meeting was duly convened and commenced the proceedings

Chairman, S.B.Bhide, Acting Chairman & Managing Director ; announced that as HOCL is a listed Company, (listed with BSE &NSE) and now, pursuant to the New Companies Act, 2013, at any general meeting/s of the listed Companies, the 4 Ordinary and 2 Special Business will be decided by Voting by (a) E- Voting and by (b) Poll at the 55th AGM.

After discussion the items on the agenda were put to vote by poll.

The scrutinizers displayed the empty ballot box after which the members cast their votes..

After ascertaining that all shareholders present at the AGM had cast their votes, the ballot boxes were sealed.

The Chairman declared the meeting as closed.

5. **Confirmed** that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the Rules thereto and Secretarial Standards made thereunder.



[S.B.Bhide]

Signed and dated by Chairman of the meeting :

Date: 1-10-2016

Place: Navi Mumbai

In case of inability of chairman to sign, by any two directors of the company, one of whom shall be managing director, if there is one and company secretary of the Company.

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

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 email sna@sna.co.net : website: www.sna.co.net

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 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
 Partner

Date : 30th September, 2016
 Place: Thane

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

10/28, BRINDABAN, THANE - 400 601 Tel: 25345648 / 2543 2704 : Fax: 2539 0292 email: sns@snaico.net : website: www.snaico.net

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 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
 Partner

Date : 30th September, 2016
 Place: Thane

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

10/26, BRINDABAN, THANE - 400 601 Tel: 25345648 / 2543 2704 ; Fax: 2539 0292 email: sne@snaco.net ; website: www.snaco.net

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
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

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

Malati A. Kumar

Malati Kumar
 Partner

Date : 30th September, 2016
 Place: Thane