ORIENTAL CARBON & CHEMICALS LIMITED

[Corporate Identity Number (CIN) - L24297WB1978PLC031539]
Regd. Office : "Duncan House", 31, Netaji Subhas Road, Kolkata - 700 001
☎ : 091-033-2230-6831/6832, Fax No. : 091-033-22434772
E-mail : occlkol@gmail.com, investorfeedback@occlindia.com, Website : www.occlindia.com

July 28, 2018

The Manager
BSE Limited
Department of Corporate Services,
Floor 25, P. J. Towers,
Dalal Street
Mumbai - 400 001

The Manager
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex
Bandra (E),
Mumbai - 400 051

Scrip Symbol/Code: NSE-OCCL and BSE-506579

Dear Sir/Madam,

Sub: Regulation 30 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. **Proceedings of 38th Annual General Meeting**
2. **Voting Results**
3. **Scrutinizer Report**

Pursuant to the Regulations 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the summary proceedings of 38th Annual General Meeting (AGM) of the Company held on Friday, July 27, 2018 at "Williamson Magor Hall (1st Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700 001.

Further, Pursuant to the Regulations 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details regarding the Voting Results of the business transacted at the AGM and along with Combined Report of the Scrutinizer on remote e-voting and voting through ballot papers at AGM are attached for your record.

The above Voting Results along with Scrutinizer Report are also being uploaded on the website of the Company www.occlindia.com

Kindly acknowledge the receipt.

Yours faithfully,
For **ORIENTAL CARBON & CHEMICALS LIMITED**

Oriental Carbon & Chemicals Ltd. Kolkata

Pranab Kumar Maity
COMPANY SECRETARY & DGM-LEGAL

Encl: As above.

SUMMARY PROCEEDINGS OF 38TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, JULY 27, 2018 AT 10.30 A.M. AT WILLIAMSON MAGOR HALL (1ST FLOOR), THE BENGAL CHAMBER OF COMMERCE & INDUSTRY, 6, NETAJI SUBHAS ROAD, KOLKATA – 700 001.

The 38th Annual General Meeting (AGM) of the Members of ORIENTAL CARBON & CHEMICALS LIMITED ('the Company) was held on Friday, July 27, 2018 at "Williamson Magor Hall (1st Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700 001.

In the absence of the Chairman, Mr. J P Goenka, the Members elected Mr. Arvind Goenka, Managing Director, as the Chairman of the Meeting. The requisite quorum being present, the Chairman declared the 38th Annual General Meeting open. Board Members were introduced and the Chairman delivered his speech.

The facility of casting votes by Remote E-voting was provided to the members from 24th July, 2018 at 9.00 A.M. to 26th July, 2018 at 5.00 P.M. Members who were present at the meeting and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting through physical postal ballots papers at the Meeting venue.

The following items of business, as per the Notice of the Annual General Meeting (AGM), were transacted at the Meeting:

Ordinary Business:

1. Adoption of Audited Financial Statements for the financial year 31st March, 2018, including Consolidated Audited Financial Statements for the year ended on that date together with Reports of the Board of Directors and Auditors thereon;
2. Declaration of final dividend and to confirm the payments of interim dividend for the year 2017-2018;
3. Appointment of Mr. Akshat Goenka [DIN: 07131982] who retires by rotation and being eligible, offers himself for re-appointment;

Special Business:

4. Ratification of the remuneration of M/s. J K Kabra & Co., Cost Auditors of the Company;
5. To approve the revised remuneration w.e.f. 01.04.2018 and to consider the re-appointment of Mr. Arvind Goenka [DIN: 00135653], Managing Director for a period of 5 years with effect from October 01, 2018.
6. To approve the revised remuneration w.e.f. 01.04.2018 and to consider the re-appointment of Mr. Akshat Goenka [DIN: 07131982], Jt. Managing Director for a period of 5 years with effect from June 01, 2018.
7. To consider the continuation of Mr. J P Goenka as Non-Executive Director of the Company.
8. Approval under Section 180(1)(a) of the Companies Act, 2013 for creating mortgage/charge on the Company's movable and immovable assets, both present and future.

Clarifications were provided to the queries raised by the members.

Mr. Sahadeb Rath, a Practising Company Secretary (Membership No.- ACS 13298) was appointed as Scrutinizer by the Board of Directors of the Company to oversee the whole process of voting in a fair and transparent manner. The Chairman authorised the Company Secretary to declare the results of voting.

The Scrutinizer's Report was received and accordingly all the Resolutions as set out in the Notice were declared as passed.

This is for your information and record.

Yours faithfully,
For **ORIENTAL CARBON & CHEMICALS LIMITED**

Pranab Kumar Maity
COMPANY SECRETARY & DGM-LEGAL

Oriental Carbon & Chemicals Ltd. Kolkata

Oriental Carbon & Chemicals Limited - Details of 37th AGM Voting Results - Regulation 44(3) of SEBI Regulations	
Date of AGM	27th July 2018
Total number of shareholders on cut-off date, 20th July 2018	16387
No. of shareholders present in the meeting either person or through proxy: Promoter and Promoter Group: Public :	 7 261
No. of shareholders attended the meeting through Video Conferencing or through proxy Promoter and Promoter Group: Public :	Nil

Agenda - wise disclosure

Resolution Required : (Ordinary)	**Ordinary 1. Adoption of Audited Financial Statements for the financial year 31st March, 2018, including Consolidated Audited Financial Statements for the year ended on that date together with Reports of the Board of Directors and Auditors thereon**
Whether promoter/ promoter group are interested in the agenda/resolution?	**No. Promoter and Promoter Group voted in favour of the resolution.**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}* 100	[7]={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	2227569	96.654	2227569	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	.0.0000	0.0000
	Total		**2227569**	**96.654**	**2227569**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2860707	269710	9.4281	269705	5	99.9981	0.0019
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269705**	**5**	**99.9981**	**0.0019**
Total		**10296062**	**7627954**	**74.0861**	**7627949**	**5**	**99.9999**	**0.0001**

Oriental Carbon & Chemicals Ltd. Kolkata

ORIENTAL CARBON & CHEMICALS LIMITED

Resolution Required : (Ordinary)			Ordinary 2. Declaration of final dividend and to confirm the payments of interim dividend for the year 2017-2018					
Whether promoter/ promoter group are interested in the agenda/resolution?			No. Promoter and Promoter Group voted in favour of the resolution.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	2227569	96.6542	2226816	753	99.9662	0.0338
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2227569**	**96.6542**	**2226816**	**753**	**99.9662**	**0.0338**
Public Non Institutions	E-Voting	2860707	269710	9.4281	269705	5	99.9981	0.0019
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269705**	**5**	**99.9981**	**0.0019**
Total		**10296062**	**7627954**	**74.0861**	**7627196**	**758**	**99.9901**	**0.0099**

Resolution Required : (Ordinary)			Ordinary 3. Appointment of Mr. Akshat Goenka [DIN: 07131982] who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, Promoter and Promoter Group voted in favour of the resolution.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	2227569	96.6542	2224239	3330	99.8505	0.1495
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2227569**	**96.6542**	**2224239**	**3330**	**99.8505**	**0.1495**
Public Institutions	E-Voting	2860707	269710	9.4281	269705	5	99.9981	0.0019
	Poll		0	0.0000	0	0	0.0000	0.0000

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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269705**	**5**	**99.9981**	**0.0019**
Total		**10296062**	**7627954**	**74.0861**	**7624619**	**3335**	**99.9563**	**0.0437**

Resolution Required : (Ordinary)			**Ordinary 4. Ratification of the remuneration of M/s. J K Kabra & Co., Cost Auditors of the Company.**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**No. Promoter and Promoter Group voted in favour of the resolution.**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]} *100**	**[4]**	**[5]**	**[6]={[4]/[2] }*100**	**[7]={[5]/[2]} *100**
Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	2227569	96.6542	2227569	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2227569**	**96.6542**	**2227569**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2860707	269710	9.4281	269641	69	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269641**	**69**	**99.9744**	**0.0256**
Total		**10296062**	**7627954**	**74.0861**	**7627885**	**69**	**99.9991**	**0.0009**

Resolution Required : (Special)			**Special 5. To approve the revised remuneration w.e.f. 01.04.2018 and to consider the re-appointment of Mr. Arvind Goenka [DIN: 00135653], Managing Director for a period of 5 years with effect from October 01, 2018**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**Yes, Promoter and Promoter Group voted in favour of the resolution.**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]} *100**	**[4]**	**[5]**	**[6]={[4]/[2] }*100**	**[7]={[5]/[2]} *100**
Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	1858901	80.6577	1858901	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000

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	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1858901**	**80.6577**	**1858901**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2860707	269710	9.4281	269641	69	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269641**	**69**	**99.9744**	**0.0256**
Total		**10296062**	**7259286**	**70.5055**	**7259217**	**69**	**99.9990**	**0.0010**

Resolution Required : (Special)			**Special 6. To approve the revised remuneration w.e.f. 01.04.2018 and to consider the re-appointment of Mr. Akshat Goenka [DIN: 07131982], Jt. Managing Director for a period of 5 years with effect from June 01, 2018**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**Yes, Promoter and Promoter Group voted in favour of the resolution.**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]} *100**	**[4]**	**[5]**	**[6]={[4]/[2] }*100**	**[7]={[5]/[2]} *100**
Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	1858901	80.6577	1858148	753	99.9595	0.0405
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**1858901**	**80.6577**	**1858148**	**753**	**99.9595**	**0.0405**
Public Non Institutions	E-Voting	2860707	269710	9.4281	269641	69	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269641**	**69**	**99.9744**	**0.0256**
Total		**10296062**	**7259286**	**70.5055**	**7258464**	**822**	**99.9887**	**0.0113**

Resolution Required : (Special)			**Special 7. To consider the continuation of Mr. J P Goenka as Non-Executive Director of the Company**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**Yes, Promoter and Promoter Group voted in favour of the resolution.**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]} *100**	**[4]**	**[5]**	**[6]={[4]/[2] }*100**	**[7]={[5]/[2]} *100**

Oriental Carbon & Chemicals Ltd. Kolkata

Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	2227569	96.6542	2223604	3965	99.8220	0.1780
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2227569**	**96.6542**	**2223604**	**3965**	**99.8220**	**0.1780**
Public Non Institutions	E-Voting	2860707	269710	9.4281	269641	69	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269641**	**69**	**99.9744**	**0.0256**
Total		**10296062**	**7627954**	**74.0861**	**7623920**	**4034**	**99.9471**	**0.0529**

Resolution Required: (Special)			**Special 8. Approval under Section 180(1)(a) of the Companies Act, 2013 for creating mortgage/charge on the Company's movable and immovable assets, both present and future.**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**No. Promoter and Promoter Group voted in favour of the resolution.**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]} *100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]} *100**
Promoter and Promoter Group	E-Voting	5130675	5130675	100.0000	5130675	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5130675**	**100.0000**	**5130675**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	2304680	2117633	91.8840	2117633	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**2117633**	**91.8840**	**2117633**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	2860707	269710	9.4281	269641	69	99.9744	0.0256
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**269710**	**9.4281**	**269641**	**69**	**99.9744**	**0.0256**
Total		**10296062**	**7518018**	**73.0184**	**7517949**	**69**	**99.9991**	**0.0009**

Oriental Carbon & Chemicals Ltd. Kolkata

SAHADEB RATH

B.Com(Hons.), ACS
Practicing Company Secretary

31/1,Chatawala Lane,
2nd Floor, Room No. 209,
Kolkata-700012,
phone (O)-03322360745,
(M)-9830363084
Email-sahadevrath@yahoo.co.in

Dated: 27.07.2018

To
The Chairman of 38th Annual General Meeting of
ORIENTAL CARBON & CHEMICALS LIMITED
31, Netaji Subhas Road
Kolkata - 700 001

Sub: Scrutinizer's Report on the Remote E-voting and voting through Ballot at the Meeting in respect of the resolutions contained in the notice of the Thirty Eighth (38th) Annual General Meeting of Oriental Carbon & Chemicals Limited held on 27th July, 2018.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report dated 27th July 2018 on the Remote E-voting and voting through Ballot at the meeting in respect of the 38th Annual General Meeting of Oriental Carbon & Chemicals Limited held on 27th July 2018.

Regards

SAHADEB RATH
Practicing Company Secretary
C. P. No.-3452
Memb. No.-13298

Sahadeb Rath
Practicing Company Secretary
Membership No-13298
CP No-3452

Place: Kolkata
Enclosure: As above

SAHADEB RATH

B.Com(Hons.), ACS
Practicing Company Secretary

31/1,Chatawala Lane,
2nd Floor, Room No. 209,
Kolkata-700012,
phone (O)-03322360745,
(M)-9830363084
Email-sahadevrath@yahoo.co.in

SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

(Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by The Companies (Management and Administration) Amendment Rules, 2015)

To

The Chairman of 38th Annual General Meeting of
ORIENTAL CARBON & CHEMICALS LIMITED
(Corporate Identity Number- L24297WB1978PLC031539)
31, Netaji Subhas Road
Kolkata - 700 001

Ref: 38th Annual General Meeting (AGM) of the Equity Shareholders of Oriental Carbon & Chemicals Limited held at Williamson Magor Hall (1st Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700001 on Friday, the 27th July, 2018 at 10.30 A.M.

Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the AGM Venue in respect of the resolutions contained in the Notice calling the 38th Annual General Meeting of Oriental Carbon & Chemicals Limited.

Dear Sir,

1. I, Sahadeb Rath, Practicing Company Secretary, have been appointed as the Scrutinizer by M/s. Oriental Carbon & Chemicals Limited (the Company), vide a resolution passed by the Board of Directors of the Company at their meeting held on 29th May, 2018, in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, and pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the venue of the 38th Annual General Meeting for and in respect of all the 8 resolutions, as mentioned herein below and as contained in the Notice dated 29th May 2018 convening the said Annual General Meeting ("said AGM", here in after) and ascertaining the requisite majority.

SAHADEB RATH
Practicing Company Secretary
C. P. No.-3452
Memb No.-13298

2. The Notice dated 29th May 2018 convening the 38th Annual General Meeting of the Company alongwith the statement under section 102 of the Companies Act, 2013 setting out all material facts in respect of the resolutions mentioned therein was sent to the members of the Company by 4th June 2018.

3. The Company provided remote e-voting facility offered by Central Depository Services Limited (CDSL) to its shareholders. At the Annual General Meeting ,the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e voting.

4. Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 20th July, 2018 were allowed to cast their vote electronically. The voting rights of shareholders were in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 20th July, 2018 . In terms of the said Notice, votes cast through e-voting form were considered valid.

5. In E-voting, members had to vote by logging on to www.evotingindia.com and following the procedure laid down in the notice dated 29th May 2018. The E-voting period commenced on 24th July, 2018 (9.00 am) and ends on 26th July, 2018 (5.00 pm).

6. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 members were requested to cast their vote electronically on e-voting platform provided by CDSL conveying their assent or dissent, as the case may be, before 5 PM on 26th July ,2018 in respect of Resolution(s) as set out therein.

7. After the closure of the voting at the 38th Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

8. The said remote e-voting at portal www.evotingindia.com were thereafter unblocked in the presence of following two witnesses who were not in the employment of the company after the voting by physical ballots at the AGM Venue were completed and counted.

(a) Mr. Tarit Kumar Sinha

(b) Mr. Bijay Kumar Nayak

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Practicing Company Secretary
C. P. No.-3452
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9. Thereafter ,the details containing inter alia ,list of the members who voted "For" or "Against" on each of the resolutions that were put to vote were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CDSL www.evotingindia.com in respect of remote e-voting. There was no vote by physical ballots at the AGM Venue.

10. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and voting at the venue of the Annual General Meeting through ballot paper/polling paper on the resolutions contained in the Notice dated 29th May 2018 convening the 38th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the venue of the AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report of the votes cast in 'favour' or in 'against' the resolutions contained in the Notice of 38th Annual General Meeting of the Company, based on the reports generated from the e-voting system provided by CDSL the authorised agency engaged by the Company to provide e-voting facility for e-voting and report on poll conducted at the AGM.

11. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system .

12. I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.

Ordinary Business

Item No.1(a)

To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended 31st March, 2018 and Reports of the Directors and Auditors' thereon.

(Ordinary Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	40	7627949	100.000
Through Ballot	0	0	0.000
Total	40	7627949	100.000

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ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	Negligible
Through Ballot	Nil	Nil	Nil
Total	1	5	Negligible

iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of Invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

Item No. 1(b)

To receive, consider and adopt the audited consolidated Financial Statements of the Company for the year ended 31st March, 2018 and Report of the Auditors' thereon.

(Ordinary Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	40	7627949	100.000
Through Ballot	0	0	0.000
Total	40	7627949	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	Negligible
Through Ballot	Nil	Nil	Nil
Total	1	5	Negligible

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Practicing Company Secretary
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iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of Invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

Item No.2

To confirm the interim dividend paid during the year and to declare a final dividend for the financial year ended March 31, 2018.

(Ordinary Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	39	7627196	100.000
Through Ballot	0	0	0.000
Total	39	7627196	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	2	758	Negligible
Through Ballot	Nil	Nil	Nil
Total	2	758	Negligible

iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

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Item No.3

To appoint a Director in place of Mr. Akshat Goenka (holding DIN 07131982), who retires by rotation and being eligible, offers himself for re-appointment.

(Ordinary Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	39	7624619	99.956
Through Ballot	0	0	0.000
Total	39	7624619	99.956

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	2	3335	0.044
Through Ballot	Nil	Nil	Nil
Total	2	3335	0.044

iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of Invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

Special Business

Item No.4

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby accorded for ratification of appointment of M/s. J K Kabra & Co., the Cost Auditors appointed by the Board of Directors of the Company ('the Board') for the Financial Year ending 31st March, 2019, with a remuneration of Rs.1,35,000/- (Rupees One Lac Thirty five Thousand only).

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RESOLVED FURTHER that, the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

(Ordinary Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	39	7627885	100.000
Through Ballot	0	0	0.000
Total	39	7627885	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	2	69	Negligible
Through Ballot	Nil	Nil	Nil
Total	2	69	Negligible

iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

Item No.5

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revised remuneration of Mr. Arvind Goenka [DIN: 00135653], Managing Director of the Company from 1st April, 2018 as set outin the Explanatory Statement attached to this Notice.

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RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(54), 196, 197 and 198 read with Schedule V to the Companies Act, 2013, consent of the Company be and is hereby accorded to the re-appointment of Mr. Arvind Goenka [DIN: 00135653], as Managing Director of the Company, for a period of five years with effect from October 01, 2018 on the terms and conditions contained in the Agreement/Appointment Letter executed by and between Mr. Arvind Goenka and the Company, salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with a liberty to the Board of Directors to vary the term including increase in remuneration within the limits prescribed under the Act and as may be mutually agreed between Mr. Arvind Goenka and the Company from time to time.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

(Special Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	38	7259217	100.000
Through Ballot	0	0	0.000
Total	38	7259217	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	2	69	Negligible
Through Ballot	Nil	Nil	Nil
Total	2	69	Negligible

iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of Invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

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Practicing Company Secretary
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Item No.6

"RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for revised remuneration of Mr. Akshat Goenka [DIN: 07131982], Joint Managing Director of the Company from 1st April, 2018 asset out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(54), 196, 197 and 198 read with Schedule V to the Companies Act, 2013, consent of the Company be and is hereby accorded to the re-appointment of Mr. Akshat Goenka [DIN: 07131982], as a Whole Time Director of the Company, retiring by rotation, with the designation of Joint Managing Director, for a period of five years with effect from June 01, 2018 on the terms and conditions contained in the Agreement/Appointment Letter executed by and between Mr. Akshat Goenka and the Company, salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice, with a liberty to the Board of Directors to vary the term including increase in remuneration within the limits prescribed under the Act and as may be mutually agreed between Mr. Akshat Goenka and the Company from time to time.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

(Special Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	37	7258464	99.988
Through Ballot	0	0	0.000
Total	37	7258464	99.988

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	3	822	0.012
Through Ballot	Nil	Nil	Nil
Total	3	822	0.012

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iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of Invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

Item No.7

"RESOLVED that pursuant to the provisions of Regulation 17 (1A) of the SEBI Listing Obligation & Disclosure Requirements) (Amendment) Regulations, 2018, (to be effected from 01.04.2019) the approval of the Company be and is hereby accorded for continuation of Mr. J P Goenka [DIN: 0136782], aged 82 years, as Non Executive Director of the Company, who is liable to retire by rotation.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution"

(Special Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	37	7623920	99.947
Through Ballot	0	0	0.000
Total	37	7623920	99.947

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of Valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	4	4034	0.053
Through Ballot	Nil	Nil	Nil
Total	4	4034	0.053

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iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of Invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

Item No.8

"RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to mortgage and/ or charge on first, pari passu or second charge basis any or all immovable and movable assets of the Company, wherever situate, present and future in favour of State Bank of India, New Delhi (SBI), Export Import Bank of India, Chandigarh (EXIM) and Kotak Mahindra Bank Ltd. (Kotak) as security for sanction of New Term Loans aggregating to Rs.44.70 Crores for part financing the project cost for phase-II of Expansion of Insoluble Sulphur Plant at Mundra SEZ Mundra, Distt. Kutch, Gujarat on such terms and conditions as set out in respective Sanction Letters, with liberty to the Directors of the Company to create in future any further or other charge on the said assets, as per details below:

Name of Bank	**Sanction Amount (Rs. Crore)**
SBI	24.70
EXIM	10.00
Kotak	10.00

The above Charge shall be in addition to mortgage and/or charge on first, pari passu or second charge basis on all immovable and/or movable assets of the Company, wherever situate, present and future to secure existing term loans and working capital loans as detailed below:, in favour of:

Name of Bank	**Sanction Amount (Rs. Crore)**
SBI for fund and non-fund based working capital	79.00
SBI (Term Loans) (Present aggregate outstanding)	43.59
EXIM (Term Loans) (Present aggregate outstanding)	20.54
Kotak (Term Loans) (Present aggregate outstanding)	10.00

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RESOLVED FURTHER that the mortgage/charges created and /or all agreements/ documents executed and acts done in terms of the above resolution by and with the authority of the Board of Directors are hereby confirmed and ratified."

(Special Resolution)

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	37	7517949	100.000
Through Ballot	0	0	0.000
Total	37	7517949	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of valid votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	2	69	Negligible
Through Ballot	Nil	Nil	Nil
Total	2	69	Negligible

iii. Invalid Votes

Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of invalid votes cast by them(one shares one vote basis)
Remote E-voting	NIL	NIL
Through Ballot	NIL	NIL
Total	NIL	NIL

13. Based on the aforesaid results the resolution nos. 1 to 8 as contained in the Notice dated 29th May 2018 convening the 38th Annual General Meeting of the members of the Company have been passed with the requisite majority.

14. All the relevant records relating to the voting through polling paper is under my safe custody and will be handed over to the Company Secretary for preserving safely after the chairman considers approves and signs the minutes of the AGM.

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Practicing Company Secretary
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15. This report has been issued at the request of the company for submission to Stock Exchanges in which the Company is listed and placing on the website of the company and website of CDSL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,
Yours faithfully,

SAHADEB RATH
Practicing Company Secretary
C. P. No.-3452
Memb No.-13298

Sahadeb Rath
Practicing Company Secretary
Membership No-13298
CP No-3452

Dated:-July 27, 2018
Place:-Kolkata