कार्पोरेट तथा विपणन कार्यालय - हरचंदराय हाउस, 81 महर्षि कर्वे रोड, मरीन लाइन्स, मुंबई - 400 002
Corporate & Mktg. Office : Harchandrai House, 81 Maharshi Karve Road, Marine Lines, Mumbai - 400 002.
टेलीफोन /Tel.: (022)22014269 / 71 / 72 फैक्स/Fax.: 91 (022)22059533 वेब साईट / Website : www.hocl.gov.in
ई मेल /Email : hocliras@bom3.vsnl.net.in, iewestorgrievances@hindorgchem.com
Ref.
PO: Rasayani, Dist. Raigad
Maharashtra-410207.
cs@hoclindia.com.
हिंदुस्तान ऑर्गेनिक केमिकल्स लिमिटेड
(भारत सरकार का उद्यम)
HINDUSTAN ORGANIC CHEMICALS LIMITED
(A Goverment of India Enterprises)
CIN: L99999MH1960GOI011995

HOC/SEC/Se-com/55th AGM-2015/09.11

Date: 1th October, 2016

To
The Manager
Listing Department,
National Stock Exchange of India Ltd.,
"Exchange Plaza", C-1, Block G,
Bandra - Kurla Complex,
Bandra (East).

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

Kind Attn: Ms. Sapna Sharma, Manager

Dear Sir,

Sub :1.Report of the Scrutinizer, viz. Ms. Malati Kumar on Voting (both by E-Voting and by Poll-Ballot Papers) *Except for Item No.1*,- by the shareholders of the Company for the 3 Ordinary Business and 2 Special Business items of HOCL's 55th Annual General Meeting (AGM) held on Thursday, 29th September, 2016 of our Company.

2. Various reports received in respect of A.G.M and Voting from R&T in pursuance to Cl.31 and Cl.35A of the L.A (*Except for item No.1*);

Ref : 1. Compliance under Cl. 31 of the Listing Agreement [LA] with the SEs.

2. Compliance under Cl. 35A of the Listing Agreement[LA] with the SEs.

Further to our letter dated 01-09-2016, we enclose herewith the copy of Scrutinizer's (viz. Ms. Malati Kumar, M/s.S.N.Ananthasubramanian &Co.,PCS,) Report E-Voting & Voting at Poll by the Shareholders of the Company, *except for Item No.1*, comprising of the following:-

1. Copy of Scrutinizer's Report on E-Voting conducted from 25th September, 2015 to 28th September, 2015, *except for Item No.1*.,
2. Report of the Scrutinizer for the poll at the 54th AGM of the Company held on 29th September, 2015, *except for Item No.1*.;
3. Consolidated Results of E-Voting &Poll., *except for Item No.1*;

4. Attendance Summary (Cl.35), Cl.35A (e-voting), Poll Summery (Physical), Votes cast on e-voting in respect of resolution passed, Votes cast on e-voting in respect of resolution passed, Poll Summery (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 A.G.M of the Company on 29th September,2015 *except for Item No.1*, which are self-explanatory and for your records, please.

Further, please note that as per procedure and in compliance with the LRs with the SEs, the Consolidated Results of E- Voting &Poll was already place in the HOCL web site of our Company.

A Further, please note that, as far as Item No.- Adoption of Audited Annual Accounts for the FY 2015-16 are concerned, it is hereby informed to the Stock Exchanges (BSE&NSE) that, as the Comments of the C&AG have not been received, the Company would be convening a (special) general meeting post receipt of C&AG Comments.

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.

Sir, for your Appeal Pl.
Board
CS Abo
30/9/2

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

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 Fax 2539 0298 email sna@snaco.net website:www.snaco.net

V CS

To,
The Chairman
Hindustan Organic Chemicals Limited
CIN: L99999MH1960GOI011895
P.O Rasayani,
Dist. Raigad, Maharashtra- 410207

29/9/16. As discussed in AGM, provisional comments of CAG has been received & replied by HOCL. Final comments of CAG have not been received. Therefore EGM will be called on receipt of final comments from CAG & Accounts will be placed for approval of shareholders. Hence announce the results for item 2 to 6 except item No. 1.

Dear Sir,

At the outset, we would like to thank you for appointing us as the Scrutinizer for the remote e-Voting and voting by your members, at the 55th Annual General Meeting (AGM) of your Company held on Thursday, 29th September, 2016 at 3:00 p.m.

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

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

Malati A. Kumar

Malati Kumar
Partner

Date : 30th September, 2016
Place : Thane

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

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

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	Hindustan Organic Chemicals Limited
MEETING	55th Annual General Meeting
DAY, DATE & TIME	Thursday, 29th September 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 conducted at the 55th Annual General Meeting (55th AGM) of **Hindustan Organic Chemicals Limited** (hereinafter referred to as **the Company**) held on 29th September, 2016 at 3:00 p.m. at **Rasrang Hall, Dr. Kasbekar Park, Rasayani, Dist. Raigad - 410207.**

2. **Dispatch of Notice convening the Meeting**

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 the Notice of the AGM as under:

- On 2nd September, 2016 by e-mail to **13880 members** who have registered their e-mail Ids with the Company/ Depositories.
- On 3rd September, 2016 by Registered Post to **27902 members**, by Speed Post to **6504 members** and by Courier to **585 members** in physical form.

3. **Cut-off date**

The Voting rights were reckoned as on **Thursday, 22nd September 2016**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

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

4. Remote e-Voting

4.1 Agency
The Company had appointed CDSL as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting
Remote e-Voting platform was open from **9:00 a.m.** on Friday, 23rd September, 2016 to 5:00 p.m. on **Wednesday, 28th September, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the remote e-Voting platform provided by CDSL.

5. Voting at the AGM

5.1 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 and Client Id/ folios, number of shares held but not the manner in which they have voted.

5.2 CDSL, the remote e-Voting Agency provided us with the names, DP Id & Client Id / folios and shareholding of the members who had cast their votes through remote e-Voting.

5.3 The Company provided Polling Papers to the Members who attended the meeting.

5.4 After the Chairman announced commencement of voting, one (1) ballot box kept for polling was locked in our presence.

6. Counting Process

6.1 On completion of voting at the Meeting, CDSL provided us with the List of Members who had cast their votes at the AGM with their holding details and details of vote cast on the Resolutions.

maintained by the Company and Share Transfer Agents of the Company (RTA) with respect to the authorizations / proxies lodged with the Company.

6.3 We unblocked the remote e-Voting results on the CDSL e-Voting platform before Ms. Radhika Patkar and Ms. Janvi Venkatraman and downloaded the remote e-Voting results.

7. Results

7.1 We observed that

a) 53 members had cast their votes at the AGM out of which votes cast by 8 members were found to be invalid ; and

b) 19 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 55th AGM dated 5th August, 2016 is enclosed.

7.3 Based on the aforesaid results, we report that, **Five Ordinary Resolutions** as contained in **Item No. 1 to 5** and **One Special Resolution** as contained in **Item No.6** of the Notice of the 55th AGM dated 5th August, 2016 have been passed with requisite majority.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries

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 snaco.net : website:www.snaco.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

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Item No. 3: Re-appointment of Shri ~~Sunil Kumar~~ Dinesh Kumar Sharma 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. 3 of the Notice of the 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati Kumar

Malati Kumar
Partner

Date : 30th September, 2016
Place: Thane

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

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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

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Item No. 5: Ratification of the appointment and remuneration of Cost Auditors for Kochi and Rasayani Unit for FY 2016-17.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7,626	45	3,94,90,072	60	3,94,97,698	99.98
Dissent	4	6,402	0	0	4	6,402	0.02
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. 5 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

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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