

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

**10/26, BRINDABAN, THANE – 400 601**

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [sna@snaco.net](mailto:sna@snaco.net): website [www.snaco.net](http://www.snaco.net)

To,  
The Chairman and Managing Director,  
Hindustan Organic Chemical Limited  
[CINL99999MH1960GOI011895]  
P. O. Rasayani,  
Dist. Raigad,  
Maharashtra 410207.

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 54<sup>th</sup> Annual General Meeting (54<sup>th</sup> AGM) of your Company held on Tuesday, 29<sup>th</sup> September, 2015 at 3:00 p.m.

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

For S. N. ANANTHASUBRAMANIAN & CO.



*Malati A. Kumar*

**Malati Kumar  
COP No. 10980**

Date : 30<sup>th</sup> September, 2015

Place : Thane

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**SCRUTINIZER'S REPORT**

NAME OF THE COMPANY	Hindustan Organic Chemicals Limited
MEETING	54 <sup>th</sup> Annual General Meeting
DATE & TIME	Tuesday, 29 <sup>th</sup> September, 2015 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 to be conducted at the 54<sup>th</sup> Annual General Meeting of **Hindustan Organic Chemicals Limited** hereinafter referred to as the **Company** held on Tuesday, September 29, 2015 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;

- on 8<sup>th</sup> September, 2015 by email to 13323 Members who had registered their email-ids with Depositories/the Company;
- on 8<sup>th</sup> September 2015 by Registered Post to 30,889 Members, by Speed Post to 8,522 Members and by Courier to 578 Members in physical form.

**3. Cut-off date**

The Voting rights were reckoned as on **Tuesday, 22<sup>nd</sup> September, 2015**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.



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**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, 25<sup>th</sup> September, 2015 to 5.00 p.m. on Monday, 28<sup>th</sup> September, 2015** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the 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, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the e-Voting Agency provided us with the names, DP Id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

**6. Counting Process**

6.1 After the Chairman announced the commencement of voting, **one** ballot box kept for polling was locked in our presence.

6.2 On completion of voting at the Meeting, Sharepro Service (India) Private Limited provided us with the List of Members who had cast their votes at the Meeting, with their holding details and details of vote on each of the Resolutions.



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6.3 The Poll Papers were reconciled with the records maintained by the Company and Registrar and Transfer Agents with respect to the authorizations / proxies lodged with the Company.

6.3 I unblocked the remote e-voting results on the CDSL E-voting platform before **Ms. Shivani Abhyankar** and **Ms. Radhika Patkar** and downloaded the e-voting results.

**7. Results**

7.1 I observed that

- a) **39** members had cast their votes at the meeting; and
- b) **7** members had cast their votes through remote e-voting.
- c) **All** Ballot Papers were found to be valid after scrutiny.

7.2 The Consolidated Results with respect to each items on the agenda as set out in the Notice of the 54<sup>th</sup>AGM dated 11<sup>th</sup> August, 2015 is enclosed.

7.3 Based on the aforesaid results, Five **Ordinary Resolutions** as contained in **Item No. 1 to Item No.5** of the Notice dated **11<sup>th</sup> August, 2015** have been passed with **requisite majority**.

7.4 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results by the Company.

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



*Malati A. Kumar*

**Malati Kumar**

**COP No. 10980**

**Date: 30<sup>th</sup> September, 2015**

**Place: Thane**

*Report of Scrutinizer on remote e-Voting & voting by Shareholders of Hindustan Organic Chemicals Limited at the 54<sup>th</sup> AGM*

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**Consolidated Results**

Item No. 1	Adoption of Annual Accounts for the Financial Year ended 31 <sup>st</sup> March 2015						
	Number of Votes contained in						Percentage (%)
	Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	7	2,600	32	3,94,93,034	39	3,94,95,634	99.99
Dissent	0	0	7	1,300	7	1300	0.01
Abstain	0	0	0	0	0	0	0.00
Total	7	2,600	39	3,94,94,334	46	3,94,96,934	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated **11<sup>th</sup> August 2015**, has been passed with **requisite majority**.

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



*Malati A. Kumar*

**Malati Kumar**

**COP No. 10980**

**Date: 30<sup>th</sup> September, 2015**

**Place: Thane**

*Report of Scrutinizer on remote e-Voting & voting by Shareholders of Hindustan Organic Chemicals Limited at the 54<sup>th</sup> AGM*

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**Consolidated Results**

Item No. 2	To appoint a director or any other director (as may be appointed by the GOI vide its order) in place of Shri Rajiv Yadav, SS & FA, who retires at this AGM and being eligible offers himself for re-appointment						Percentage (%)
	Number of Votes contained in						
	Remote e-Votes		Voting at the AGM		Total		
Particulars	Number	Votes	Number	Votes	Number	Votes	
Assent	6	2,500	31	3,94,92,834	37	3,94,95,334	99.99
Dissent	1	100	8	1,500	9	1,600	0.01
Abstain	0	0	0	0	0	0	0.00
<b>Total</b>	<b>7</b>	<b>2,600</b>	<b>39</b>	<b>3,94,94,334</b>	<b>46</b>	<b>3,94,96,934</b>	<b>100.00</b>

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 2** of the Notice dated **11<sup>th</sup> August 2015**, has been passed with **requisite majority**.

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



*Malati A. Kumar*

**Malati Kumar**

**COP No. 10980**

**Date: 30<sup>th</sup> September, 2015**

**Place: Thane**

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**Consolidated Results**

Item No. 3	To appoint a director or any other director (as may be appointed by the GOI vide its order) in place of Dr. A.J.V. Prasad, who retires at this AGM and being eligible offers himself for re-appointment						Percentage (%)
	Number of Votes contained in						
	Remote e-Votes		Voting at the AGM		Total		
Particulars	Number	Votes	Number	Votes	Number	Votes	
Assent	6	2,500	31	3,94,92,834	37	3,94,95,334	99.99
Dissent	1	100	8	1,500	9	1,600	0.01
Abstain	0	0	0	0	0	0	0.00
Total	7	2,600	39	3,94,94,334	46	3,94,96,934	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 3** of the Notice dated **11<sup>th</sup> August 2015**, has been passed with **requisite majority**.

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



*Malati A. Kumar*

**Malati Kumar**

**COP No. 10980**

**Date: 30<sup>th</sup> September, 2015**

**Place: Thane**

*Report of Scrutinizer on remote e-Voting & voting by Shareholders of Hindustan Organic Chemicals Limited at the 54<sup>th</sup> AGM*

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Item No. 4	To authorize and 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 2015-16 appointed by the C & AG						Percentage (%)
	Number of Votes contained in						
	Remote e-Votes		Voting at the AGM		Total		
Particulars	Number	Votes	Number	Votes	Number	Votes	
Assent	7	2,600	33	3,94,93,234	40	3,94,95,834	99.99
Dissent	0	0	6	1,100	6	1,100	0.01
Abstain	0	0	0	0	0	0	0.00
Total	7	2,600	39	3,94,94,334	46	3,94,96,934	100.00

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 4** of the Notice dated **11<sup>th</sup> August 2015**, has been passed with **requisite majority**.

For **S. N. ANANTHASUBRAMANIAN & CO.***Malati A. Kumar***Malati Kumar****COP No. 10980****Date: 30<sup>th</sup> September, 2015****Place: Thane***Report of Scrutinizer on remote e-Voting & voting by Shareholders of Hindustan Organic Chemicals Limited at the 54<sup>th</sup> AGM*



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**Consolidated Results**

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 2015-16 by the Board of Directors of the Company.						Percentage (%)	
	Particulars	Number of Votes contained in						Percentage (%)
		Remote e-Votes		Voting at the AGM		Total		
	Number	Votes	Number	Votes	Number	Votes		
Assent	7	2,600	31	3,94,92,834	38	3,94,95,434	99.99	
Dissent	0	0	8	1,500	8	1,500	0.01	
Abstain	0	0	0	0	0	0	0.00	
Total	7	2,600	39	3,94,94,334	46	3,94,96,934	100.00	

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 5** of the Notice dated **11<sup>th</sup> August 2015**, has been passed with **requisite majority**.

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



*Malati A. Kumar*

Malati Kumar  
COP No. 10980

Date: 30<sup>th</sup> September, 2015

Place: Thane

Report of Scrutinizer on remote e-Voting & voting by Shareholders of Hindustan Organic Chemicals Limited at the 54<sup>th</sup> AGM