



हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड

(भारत सरकार का उद्यम)

दूसरी मंजिल, नेचो चेंबर, प्लॉट नं. 48, सेक्टर - 11,
सीबीडी, बेलपुर, नवी मुम्बई 400 614

फोन : 022-27562474/3187/3563 फैक्स : 91(022) 27565188
वेब साईट : www.hocl.gov.in



HINDUSTAN ORGANIC CHEMICALS LIMITED

(A Govt. of India Enterprise)

2nd Fl. NECO Chamber, Plot No. 48, Sector-11,
CBD, Belapur, Navi Mumbai 400 614

Tel : 022 - 27562474/3187/3563 • Fax : 91(022) 27565188
Web site : www.hocl.gov.in

HOC/SEC/Se-com/EGM-2014/06.11

To,

BSE Limited,

1st floor, Corporate Relationship Deptt.

Pheroz Jeejeebhoy Towers,

Dalal Street, **Mumbai - 400 023.**

Fax No. 022-2723121/3719/2037/2039/2041/2051

Kind Attn: **Mr. Troydon Bird / Mr. Ajit Sawant.**

Dear Sir,

Sub : Report of the Scrutinizer, viz. Ms. Malati Kumar, on voting (done by E-Voting and by Poll-Ballot Papers)- by the shareholders of the Company for the 2 Special Business Items of the HOCL EGM [Extraordinary General Meeting] held on Friday, 30th May, 2014 of our Company.

Ref : Compliance under Cl. 31 of the Listing Agreement [I.A] with the SEEs.

Further to our letter dated 07/05/2014 we enclose herewith the copy of scrutinizer's (viz. Ms. Malati Kumar, Associate, M/s. S.N. Ananthasubramanian & Co., (Pvt.) report on Voting & Voting at Poll by the Shareholders of the Company, comprising of the following:-

1. Copy of Scrutinizer's Report on E-Voting conducted from 24th May, 2014 to 26th May, 2014.;
2. Report of the Scrutinizer for the poll at the EGM of the Company held on 30th May, 2014.;
3. Consolidated Results of E-Voting & Poll.;

Which are self-explanatory and for your records, please.

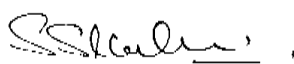
Further, please note that as per procedure and in compliance with the LA with the SEEs, the Consolidated Results of E-Voting & Poll was already placed in the HOCL web site of our Company.

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.

May, 2014 :



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COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **Hindustan Organic Chemicals Limited**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at P.O. Rasyani, Dist. Raigad, Maharashtra-410207 (hereinafter referred to as 'the Company') on the E-Voting conducted under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement entered into with the Stock Exchange/s to pass the items on the agenda as contained in the Notice convening the Extraordinary General Meeting of the Company, dated 29th April, 2014.

1. In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 29th April, 2014 to scrutinize the votes cast in the e-voting process.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 25th April, 2014, the Cut-off date fixed for the purpose of E-voting, the Company completed despatch of the Notice of E-voting on 6th May, 2014 :



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- by email to 16,318 Members who had registered their email-ids with the Company and
 - by registered post to 40,364 Members in physical form .
3. Out of 40,364 envelopes sent to the members as stated in Para 2 above containing the Notice of the e-voting, special Resolutions, Explanatory Statement, the E-voting process details, e-voter ID and password, I was informed by M/s Sharepro Limited, the Registrar and Transfer Agents (RTA) of the Company that 3,154 envelopes were returned undelivered by the postal authorities.
4. In terms of the aforesaid Notice, E-voting was open for three days from 9.00 a.m. on Saturday, 24th May, 2014 to 6.00 p.m. on Monday, 26th May, 2014 on NSDL platform and members were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolutions.
5. As required in the Rules, I unlocked the E-voting on the platform provided by NSDL after the completion of the E-voting process at 6.00 p.m on 26th May, 2014 in the presence of Ms. Ashwini Vartak and Mr. Varadvinayak Khambete.




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6. Based on the results made available to me, 12 members have cast their votes on the E-voting platform and I have annexed with this Report, the details and analysis of the E-voting for each of the agenda items contained in the said Notice.

For S.N.ANATHASUBRAMANIAN & CO.
Company Secretaries

Malati A Kumar


Malati A Kumar

Associate

Place : Thane

Date: 28th May, 2014

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Analysis of Results

Agenda No.	1
Subject	To consider and to approve the proposal for Issue of Rs. 150 crore expected Govt. Guarantee HOCL Unsecured, Redeemable Bonds under the series XXI (in the nature of Debentures) on Private Placement basis.

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	12	3,843	
Assent	9	3,538	92.06
Dissent	3	305	7.94
Abstain	0	0	0.00
Total	12	3,843	100.00

Accordingly, out of the 3,843 e-votes, 3,538 votes were cast ASSENTING to the Special Resolution constituting 92.06 % of the votes polled and 305 votes were cast DISSENTING to the Special Resolution constituting 7.94 % of the votes polled.



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Annexure

Agenda Item No.	2
Subject	To consider and to approve the long lease (maximum period of 90 years) of Company's land at Rasayani, Maharashtra to other PSUs AND to consider and approve the proposal to sell and dispose off the Company's land at Panvel, Maharashtra.

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	12	3,843	
Assent	9	3,638	94.67
Dissent	3	205	5.33
Abstain	0	0	0.00
Total	12	3,843	100.00

Accordingly, out of the 3,843 e-votes, 3,638 votes were cast ASSENTING to the Special Resolution constituting 94.67 % of the



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votes polled and 205 votes were cast **DISSENTING** to the Special Resolution constituting **5.33 %** of the votes polled.

For **S.N.ANATHASUBRAMANIAN & CO.**
Company Secretaries

Malati

Malati A Kumar

Associate

Place : Thane

Date : 28th May, 2014



FORM No. MGT-13**Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Extraordinary General Meeting of the Equity Shareholders
Of Hindustan Organic Chemicals Limited
held on 30th May, 2014 at Rasrang Hall, Dr. Kasbekar Park, Rasayani Dist.
Raigad, Maharashtra - 410207

Dear Sir,

I, Malati Kumar, Associate, S.N. ANANTHASUBRAMANIAN & CO., Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the ExtraOrdinary General Meeting of the Equity Shareholders of Hindustan Organic Chemicals Limited, held on Friday, 30th May, 2014 at Rasrang Hall, Dr. Kasbekar Park, Rasayani Dist. Raigad, Maharashtra - 410207, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company- M/s Sharepro Services India Pvt. Ltd. and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(a) Item No. 1. - Resolution -

To consider and to approve the proposal for Issue of Rs. 150 crore expected Govt. Guarantee HOCL Unsecured, Redeemable Bonds under the series XXI (in the nature of Debentures) on Private Placement basis.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	3,94,92,997	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	4,114	0.01

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	1,700



(c) Item No. 2 - Resolution

To consider and to approve the long lease (maximum period of 90 years) of Company's land at Rasayani, Maharashtra to other PSUs AND to consider and approve the proposal to sell and dispose off the Company's land at Panvel, Maharashtra.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	3,94,92,197	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	3,914	0.01

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	1,700

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For S.N.ANATHASUBRAMANIAN & CO.

Company Secretaries



Malati A Kumar

Associate

Place : Rasayani

Date : 30th May, 2014.

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Consolidated Results of E-Voting & Poll at the EGM on Item No. 1- Special Resolution
 as set out in the Notice dated 29th April, 2014

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	47	9	56	3,94,92,997	3,538	3,94,96,535	99.99
Dissent	18	3	21	4,114	305	4,419	0.01
Total	65	12	77	3,94,98,811	3,843	3,95,00,954	100.00

Accordingly, out of the total 3,95,00,954 valid votes polled in Postal Ballot Forms and E-votes, 3,94,96,535 votes were cast ASSENTING to the Special Resolution constituting 99.99 % of the valid votes polled; 4419 votes were cast DISSENTING to the Special Resolution constituting 0.01 % of the valid votes polled.

Thus, the Special Resolution as contained in Item No. 1 of the Notice dated 29th April, 2014, under Section 42(2) of the Companies Act, 2013 and the conditions specified therein and as per Rule 14 (2) of the



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Companies (Prospectus & Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder, is passed with requisite majority.

Consolidated Results of E-Voting & Poll at the EGM on Item No. 2 - Special Resolution
as set out in the Notice dated 29th April, 2014

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	43	9	52	3,94,92,197	3,638	3,94,95,835	99.99
Dissent	17	3	20	3,914	205	4,119	0.01
Total	60	12	72	3,94,96,111	3,843	3,94,99,954	100.00

Accordingly, out of the total 3,94,99,954 valid votes polled in Postal Ballot Forms and E-votes, 3,94,95,835 votes were cast **ASSENTING** to the Special Resolution constituting 99.99 % of the valid votes polled; 4119 votes were cast **DISSENTING** to the Special Resolution constituting 0.10 % of the valid votes polled.



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Thus, the Special Resolution as contained in Item No. 2 of the Notice dated 29th April, 20th 4, under Sections 181 (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder, is passed with requisite majority.

Thanking you,

Yours faithfully,

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



Malati A. Kumar

Malati Kumar
Associate

Place : Rasayani

Date : 30th May, 2014.