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## हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड HINDUSTAN ORGANIC CHEMICALS LIMITED

(भारत सरकार का उद्यम A Govt. of India Enterprise)  
पंजीकृत /निगमित कार्यालय & फैक्टरी Registered / Corporate Office and Factory  
अम्बलमुगल AMBALAMUGAL - 682 302,  
एरणाकुलम जिला, केरल, भारत ERNAKULAM DIST., KERALA, INDIA  
दूरभाष Phone : 0484-2720911-13, 2720844  
वेब Web: www.hoclindia.com, ई-मेल e-mail : kochi@hoclindia.com

HOCL/BSE/63AGM/2024

26<sup>th</sup> September, 2024

BSE Ltd.,  
Phiroze Jeejeebhoy Towers  
Mumbai-400001

Sir/ Madam,

**Sub: Voting Results and Scrutinizer Report for the 63<sup>rd</sup> AGM of Hindustan Organic Chemicals Limited (HOCL) held on Wednesday, 25<sup>th</sup> September, 2024 at 03:30 p.m. through Video Conference("VC") or Other Audio-Visual Means("OAVM").**

**Ref 1: Regulation 44 (3) read with Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.**

**Ref 2: HOCL Scrip Code : 500449**

Pursuant to Regulation 44(3) and other applicable regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Scrutinizer Report with regard to the voting results of the e-voting i.e remote e-voting and e-voting at the 63<sup>rd</sup> AGM held on Wednesday, the 25<sup>th</sup> September, 2024 at 03:30 p.m. through Video Conference (VC).

Kindly take the above information on records.

Thanking you.

Yours faithfully,

**For Hindustan Organic Chemicals Limited**

**Subramonian H**

**Company Secretary & Compliance Officer**

Encl: as above



# ASKBN AND COMPANY

COMPANY SECRETARIES

(Peer Reviewed Firm)

Regd. Address: 155 S/F, Ram Nagar, Delhi-110051

Work Address: 504, Vikasdeep Building, Opp. Bharti Public School, Delhi-110092

Ph:+91- 9716909689

Email: bhavya@legalcrew.co.in

To,  
The Chairman,  
**HINDUSTAN ORGANIC CHEMICALS LIMITED**  
(CIN: L99999KL1960GOI082753)

Registered Office: Ambalamugal PO Ernakulam Ambalamugal  
Kunnathunad Ernakulam KL 682302 IN

Dear Sir,

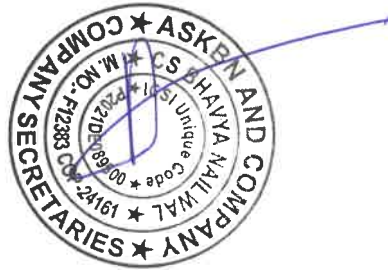
I, Bhavya Nailwal (Membership No.- F12383), Partner of M/s ASKBN and Company, Practicing Company Secretaries, thank you for appointing me as the Scrutinizer by the Board of Directors of Hindustan Organic Chemicals Limited pursuant to section 108 and 109 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended from time to time for the 63<sup>rd</sup> Annual General Meeting of the Company held on September 25, 2024.

In this regard, I am pleased to submit my Report, which is comprehensive and self- explanatory in all respects.

**For ASKBN AND COMPANY**  
**Company Secretaries**  
**ICSI Unique Code- P2021DE089500**  
**Peer Review Code- 5822/2024**

*Bhavya Nailwal*  
*26/9/2024*

**(CS Bhavya Nailwal)**  
**Partner**



**FCS: 12383; CP No.: 24161**  
**UDIN: F012383F001323044**

Place: Delhi

Date: 26/09/2024



December 2021, followed by Circular No. 02/2022 dated 05<sup>th</sup> May 2022, Circular No. 10/2022 dated 28<sup>th</sup> December 2022 and General Circular no. 09/2023 dated 25 September, 2023 (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (“SEBI”) dated 12<sup>th</sup> May 2020 followed by Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022, Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January 2023, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter collectively referred to as “SEBI Circulars”) and for the purpose of which the registered office of the Company situated at Ambalamugal PO Ernakulam Ambalamugal Kunnathunad Ernakulam KL 682302 IN, was deemed to be considered as the venue for the AGM and proceedings of the AGM were deemed to be made thereat.

I submit my report as under: -

1. The remote e-voting period commenced on Sunday, the 22<sup>nd</sup> September, 2024 at 09:00 A.M. onwards (IST) and ended on Tuesday, the 24<sup>th</sup> September, 2024 at 05:00 P.M. (IST) via remote e-voting platform on the designated web portal of Central Depository Services (India) Limited (“CDSL”), Authorized Agency to provide remote e-voting before the AGM and e-voting facility during the AGM viz.: [www.cdslindia.com](http://www.cdslindia.com).
2. The members of the Company, holding shares either in physical form or in dematerialized form, as on the “cut off” date i.e., Wednesday, 18<sup>th</sup> September 2024, were entitled to avail the facility of remote e-voting as well as e-voting on the proposed resolution(s) as set out in the AGM notice dated 09<sup>th</sup> August 2024.
3. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC or OAVM and had not cast their vote on the proposed resolutions through remote e-voting, to cast their vote through e-voting during the AGM.
4. After the conclusion of e-voting at the AGM, the votes cast by the members present through VC or OAVM during the AGM through e-voting system and through remote e-voting facility, were unblocked and downloaded from the e-voting website of CDSL (<https://www.evotingindia.com/>) on Wednesday, 25<sup>th</sup> September 2024, in the presence of two witnesses not being in the employment of the Company. Their confirmation in writing is attached as **Annexure-A**.
5. I have scrutinized and reviewed the votes cast by the members through remote e-voting and through e-voting process, based on the data downloaded from the CDSL e-voting system.



6. The cases where the members have voted for higher number of shares as compared to their entitlement as on cut-off date, the number of their shares held by them as on the cut-off date has been considered.

7. The management of the Company is responsible to ensure the compliance with the requirements of: (i) the Companies Act, 2013 read with rules framed thereunder; (ii) the MCA circulars; (iii) the SEBI Circulars; (iv) the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to conducting the AGM through VC or OAVM and to organize the remote e-voting and e-voting process on the resolutions contained in the notice calling the AGM dated 09<sup>th</sup> August 2024. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer for ascertaining the e-voting process, i.e., remote e-voting and e-voting process, is restricted to making a Consolidated Scrutinizer's Report of the votes cast "favour" or "against" or "no comments" to the resolutions contained in the notice, based on the reports generated from the e-voting platform provided by the CDSL, an Authorized Agency to provide e-voting facility.

8. The consolidated summary of results of remote e-voting and e-voting, based on the reports generated by the CDSL, are as under:

Ordinary Business:	
<b>Item No.</b>	1
<b>Subject Matter of Resolution</b>	To consider, approve and adopt the audited standalone and consolidated financial statements comprising the Balance Sheet as on 31st March, 2024, the profit and loss account for the year ended on that date, cash flow statements, schedules, and notes to accounts attached thereto, together with director's report and the auditor's report along with the report of Comptroller and Auditor General of India (CAG).
<b>Type of Resolution</b>	Ordinary

Particulars	Remote e-voting		E-voting at AGM		Total		Percentage
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	133	39827640	3	344	136	39827984	99.99%
Dissent	3	273	-	-	3	273	0.01%
<b>Total</b>	<b>136</b>	<b>39827913</b>	<b>3</b>	<b>344</b>	<b>139</b>	<b>39828257</b>	<b>100%</b>
Abstain	-	-	-	-	-	-	-

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 1 of the Notice dated 09<sup>th</sup> August, 2024, has been passed with requisite majority.

Ordinary Business:	
Item No.	2
Subject Matter of Resolution	To appoint Shri Kanishk Kant Srivastava (DIN:09699641), Director, Department of Chemicals and Petrochemicals, Ministry of Chemicals and Fertilizers, Government of India who retires by rotation and is eligible for re-appointment.
Type of Resolution	Ordinary

Particulars	Remote e-voting		E-voting at AGM		Total		Percentage
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	130	39827290	3	344	133	39827634	99.99%
Dissent	6	623	-	-	6	623	0.01%
<b>Total</b>	<b>136</b>	<b>39827913</b>	<b>3</b>	<b>344</b>	<b>139</b>	<b>39828257</b>	<b>100%</b>
Abstain	-	-	-	-	-	-	-

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 2 of the Notice dated 09<sup>th</sup> August, 2024, has been passed with requisite majority.

Ordinary Business:	
Item No.	3
Subject Matter of Resolution	To authorize the Board of Directors to fix remuneration to be paid as Statutory Audit fee to the Statutory Auditors as and when appointed by Comptroller and Auditor General of India for the financial year 2024-25 in terms of provisions of section 139(5) read with Section 142 of the Companies Act, 2013 and, to consider and, thought fit, to pass the following resolution, as an Ordinary Resolution.  “RESOLVED THAT pursuant to the provisions of Section 142 of the Companies Act, 2013 the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration to the Statutory Auditors of the Company as and when appointed by the Comptroller and Auditor General of India for the financial year 2024- 25.”
Type of Resolution	Ordinary

Particulars	Remote e-voting		E-voting at AGM		Total		Percentage
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	131	39827345	3	344	134	39827689	99.99%
Dissent	5	568	-	-	5	568	0.01%
<b>Total</b>	<b>136</b>	<b>39827913</b>	<b>3</b>	<b>344</b>	<b>139</b>	<b>39828257</b>	<b>100%</b>
Abstain	-	-	-	-	-	-	-

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 3 of the Notice dated 09<sup>th</sup> August, 2024, has been passed with requisite majority.

Special Business:	
Item No.	4
Subject Matter of Resolution	Appointment of Shri Manoj Sethi (DIN:00301439) Joint Secretary and Financial Advisor, Department of Chemicals and Petrochemicals, Ministry of Chemicals and Fertilizers, Government of India as Government Nominee Director  “RESOLVED THAT pursuant to the provisions Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re- enactment(s) thereof and applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Articles of Association of the Company, Shri Manoj Sethi [DIN 00301439] who was appointed by Ministry of Chemicals & Fertilizers, Department of Chemicals & Petrochemicals vide Office Memorandum no.P-51015/12/2014-CHEM.III/CPC dated 22nd November, 2023 as Government Nominee Director on the Board of Directors of Hindustan Organic Chemicals Limited (HOCL) in place of Shri Sanjay Rastogi be and is hereby appointed as Government Nominee Director of the Company w.e.f 22nd November, 2023 on terms and conditions fixed by Government of India and he shall be liable to retire by rotation.”
Type of Resolution	Ordinary

Particulars	Remote e-voting		E-voting at AGM		Total		Percentage
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	130	39827290	3	344	133	39827634	99.99%
Dissent	6	623	-	-	6	623	0.01%
<b>Total</b>	<b>136</b>	<b>39827913</b>	<b>3</b>	<b>344</b>	<b>139</b>	<b>39828257</b>	<b>100%</b>
Abstain	-	-	-	-	-	-	-

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 4 of the Notice dated 09<sup>th</sup> August, 2024, has been passed with requisite majority.

Special Business:	
Item No.	5
Subject Matter of Resolution	Ratification of remuneration of the Cost Auditor for the financial year 2024-25  “RESOLVED THAT, pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the remuneration payable amounting to Rs. 50,000/- plus GST as a total fees for the audit of cost accounts and records of the Company and to issue compliance certificates thereof and to give cost audit report for the year 2024-25 and for assistance in & e-filing of cost audit reports related XBRL e-forms in respect of Kochi unit products of the Company for the financial year ending 31 <sup>st</sup> March, 2025 to M/s. B.B.S. Associates, the Cost Auditors of the Company for the FY 2024-25.”
Type of Resolution	Ordinary

Particulars	Remote e-voting		E-voting at AGM		Total		Percentage
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	
Assent	132	39827545	3	344	135	39827889	99.99%
Dissent	4	368	-	-	4	368	0.01%
<b>Total</b>	<b>136</b>	<b>39827913</b>	<b>3</b>	<b>344</b>	<b>139</b>	<b>39828257</b>	<b>100%</b>
Abstain	-	-	-	-	-	-	-

*Based on the aforesaid results, I report that the Ordinary Resolution as contained in the Item No. 5 of the Notice dated 09<sup>th</sup> August, 2024, has been passed with requisite majority.*

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Chairman/Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

The Company may accordingly declare the results of voting, as required.

**For ASKBN AND COMPANY**

**Company Secretaries**

**ICSI Unique Code- P2021DE089500**

**Peer Review Code- 5822/2024**

*B. Vaidyal*  
*26/9/2024*

**(CS Bhavya Nailwal)**

**Partner**

**FCS: 12383; CP No.: 24161**

**UDIN: F012383F001323044**



Place: Delhi

Date: 26/09/2024

**Countersigned by:**

**For Hindustan Organic Chemicals Limited**

**Name:** Mr. Subramonian H

**Designation:** Company Secretary

**Membership No.:** ACS 28380

Duly Authorized by Chairman of the 63<sup>rd</sup> AGM  
of Hindustan Organic Chemicals Limited





# ASKBN AND COMPANY

COMPANY SECRETARIES

(Peer Reviewed Firm)

Regd. Address: 155 S/F, Ram Nagar, Delhi-110051

Work Address: 504, Vikasdeep Building, Opp.  
Bharti Public School, Delhi-110092

Ph:+91- 9716909689

Email: bhavya@legalcrew.co.in

## Annexure-A

1. The e-votes cast through Remote e-voting and e-votes during the AGM on the resolutions stated in the notice dated 09<sup>th</sup> August, 2024, of the 63<sup>rd</sup> Annual General Meeting of Hindustan Organic Chemicals Limited ("Company" or "HOCL") held on 25<sup>th</sup> September 2024 at 15:30 Hours IST through Video Conferencing (VC)/Other Audio-Visual Means (OA VM) were unblocked in our presence on 25<sup>th</sup> September 2024 at 16:34 Hours IST.

2. We are not in the employment of the Company.

Witness:

1. 

(Mr. Naveen Chandra)

PAN: AFNPN7606P

Add: D4, Pradhan Enclave, Burari, Delhi-110084

2. 

(Ms. Preeti)

PAN: EMQPR6149H

Add: 261B, Mohalla Kat, Near Old Post Office,

Sonipat, Haryana-131001