

# 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 : occl@cal2.vsnl.net.in, occlkol@gmail.com, Website : www.occlindia.com

July 28, 2017

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

The Manager  
The Calcutta Stock  
Exchange Ltd  
6, Lyons Range  
Kolkata – 700 001

Scrip Symbol/Code: NSE-OCCL, BSE-506579 and CSE-25065

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 37<sup>th</sup> 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 37<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, July 28, 2017 at "Williamson Magor Hall (1<sup>st</sup> 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](http://www.occlindia.com)

Kindly acknowledge the receipt.

Yours faithfully,  
For ORIENTAL CARBON & CHEMICALS LIMITED

  
Pranab Kumar Malty  
COMPANY SECRETARY & SENIOR MANAGER-LEGAL

SUMMARY PROCEEDINGS OF 37<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, JULY 28, 2017 AT 10.30 A.M. AT WILLIAMSON MAGOR HALL (1<sup>ST</sup> FLOOR), THE BENGAL CHAMBER OF COMMERCE & INDUSTRY, 6, NETAJI SUBHAS ROAD, KOLKATA – 700 001.

The 37<sup>th</sup> Annual General Meeting (AGM) of the Members of ORIENTAL CARBON & CHEMICALS LIMITED (‘the Company) was held on Friday, July 28, 2017 at “Williamson Magor Hall (1<sup>st</sup> 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 37<sup>th</sup> 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 25<sup>th</sup> July, 2017 at 9.00 A.M. to 27<sup>th</sup> July, 2017 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:

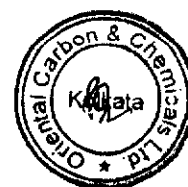
Ordinary Business:

1. Adoption of Audited Financial Statements for the financial year 31<sup>st</sup> March, 2017, 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 2016-2017;
3. Appointment of Mr. J P Goenka who retires by rotation and being eligible, offers himself for re-appointment;
4. Appointment of Messrs. S S Kothari Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company., from the conclusion of this AGM till the conclusion of the 42<sup>nd</sup> AGM of the Company to be held in the year 2022.

Special Business:

5. Ratification of the remuneration of M/s. J K Kabra & Co., Cost Auditors of the Company;
6. Authorise Mr. Arvind Goenka, Managing Director, Mr. Akshat Goenka, Jt. Managing Director, Mr. Anurag Jain, CFO and Mr. Pranab Kumar Maity, Company Secretary to charge from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members.
7. Consider the reclassification of status of Mr. Shreyans Goenka and Ms. Shreya Goenka from “Promoter & Promoter Group” shareholding of the Company to the “public” Shareholding of the Company.

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 overview 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,

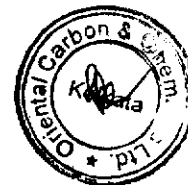
For **ORIENTAL CARBON & CHEMICALS LIMITED**



**Pranab Kumar Maity**

**COMPANY SECRETARY & SENIOR MANAGER-LEGAL**

Oriental Carbon & Chemicals Limited - Details of 37th AGM Voting Results - Regulation 44(3) of SEBI Regulations								
Date of AGM			28 <sup>th</sup> July 2017					
Total number of shareholders on record date, 21 <sup>st</sup> July 2017			15783					
No. of shareholders present in the meeting either person or through proxy:								
Promoter and Promoter Group:			8					
Public :			290					
No. of shareholders attended the meeting through Video Conferencing or through proxy			Nil					
Promoter and Promoter Group:								
Public :								
Agenda - wise disclosure								
Resolution Required : (Ordinary/Special)			Ordinary 1. Adoption of Audited Financial Statements for the financial year 31st March, 2017, 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?			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	5155243	5155243	100.0000	5155243	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
	<b>Total</b>		<b>5155243</b>	<b>100.0000</b>	<b>5155243</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2066443	1949504	94.3410	1949504	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
	<b>Total</b>		<b>1949504</b>	<b>94.3410</b>	<b>1949504</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3074376	263825	8.5814	263820	5	99.9981	0.0019
	Poll		21	0.0007	21	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263846</b>	<b>8.5821</b>	<b>263841</b>	<b>5</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>10296062</b>	<b>7368593</b>	<b>71.5671</b>	<b>7368588</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution Required : (Ordinary/Special)			Ordinary 2. Declaration of final dividend and to confirm the payments of Interim dividend for the year 2016-2017					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
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Promoter and Promoter Group	E-Voting	5155243	5155243	100.0000	5155243	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
	<b>Total</b>		<b>5155243</b>	<b>100.0000</b>	<b>5155243</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2066443	1949504	94.3410	1949504	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
	<b>Total</b>		<b>1949504</b>	<b>94.3410</b>	<b>1949504</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3074376	263825	8.5814	263820	5	99.9981	0.0019
	Poll		21	0.0007	21	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263846</b>	<b>8.5821</b>	<b>263841</b>	<b>5</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>10296062</b>	<b>7368593</b>	<b>71.5671</b>	<b>7368588</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>

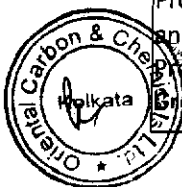
Resolution Required : (Ordinary)			Ordinary 3. Appointment of Mr. J P Goenka who retires by rotation and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Promoter and Promoter Group voted in favour of the resolution.					
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
Promoter and Promoter Group	E-Voting	5155243	5155243	100.0000	5155243	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
	<b>Total</b>		<b>5155243</b>	<b>100.0000</b>	<b>5155243</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2066443	1949504	94.3410	1949504	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
	<b>Total</b>		<b>1949504</b>	<b>94.3410</b>	<b>1949504</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non	E-Voting	3074376	263825	8.5814	263820	5	99.9981	0.0019



Institutions	Poll		21	0.0007	21	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263846</b>	<b>8.5821</b>	<b>263841</b>	<b>5</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>10296062</b>	<b>7368593</b>	<b>71.5671</b>	<b>7368588</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution Required : (Ordinary)			Ordinary 4. Appointment of Messrs. S S Kothari Mehta & Co., Chartered Accountants, as Statutory Auditors of the Company., from the conclusion of this AGM till the conclusion of the 42 <sup>nd</sup> AGM to be held in the calendar year 2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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	5155243	5155243	100.0000	5155243	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
	<b>Total</b>		<b>5155243</b>	<b>100.0000</b>	<b>5155243</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2066443	1949504	94.3410	1949504	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
	<b>Total</b>		<b>1949504</b>	<b>94.3410</b>	<b>1949504</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3074376	263825	8.5814	263820	5	99.9981	0.0019
	Poll		21	0.0007	21	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263846</b>	<b>8.5821</b>	<b>263841</b>	<b>5</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>10296062</b>	<b>7368593</b>	<b>71.5671</b>	<b>7368588</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>

Resolution Required : (Ordinary)			Ordinary 5. 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?			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	5155243	5155243	100.0000	5155243	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

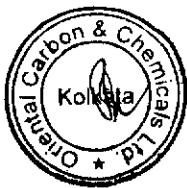


	<b>Total</b>		<b>5155243</b>	<b>100.0000</b>	<b>5155243</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2066443	1949504	94.3410	1949504	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1949504</b>	<b>94.3410</b>	<b>1949504</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3074376	263825	8.5814	263820	5	99.9981	0.0019
	Poll		21	0.0007	21	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263846</b>	<b>8.5821</b>	<b>263841</b>	<b>5</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>10296062</b>	<b>7368593</b>	<b>71.5671</b>	<b>7368588</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>

<b>Resolution Required : (Ordinary)</b>			Ordinary 6. Authorise Mr. Arvind Goenka, Managing Director, Mr. Akshat Goenka, Jt. Managing Director, Mr. Anurag Jain, CFO and Mr. Pranab Kumar Maity, Company Secretary to charge from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	5155243	5155243	100.0000	5155243	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
	<b>Total</b>		<b>5155243</b>	<b>100.0000</b>	<b>5155243</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2066443	1949504	94.3410	1949504	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
	<b>Total</b>		<b>1949504</b>	<b>94.3410</b>	<b>1949504</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3074376	263825	8.5814	263756	69	99.9738	0.0262
	Poll		21	0.0007	21	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263846</b>	<b>8.5821</b>	<b>263777</b>	<b>69</b>	<b>99.9738</b>	<b>0.0262</b>
<b>Total</b>		<b>10296062</b>	<b>7368593</b>	<b>71.5671</b>	<b>7368524</b>	<b>69</b>	<b>99.9991</b>	<b>0.0009</b>



Resolution Required : (Special)			Special 7. Consider the reclassification of status of Mr. Shreyans Goenka and Ms. Shreya Goenka from "Promoter & Promoter Group" shareholding of the Company to the "public" Shareholding of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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	5155243	5155243	100.0000	5155243	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
	<b>Total</b>		<b>5155243</b>	<b>100.0000</b>	<b>5155243</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2066443	1949504	94.3410	1949504	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
	<b>Total</b>		<b>1949504</b>	<b>94.3410</b>	<b>1949504</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	3074376	263825	8.5814	263820	5	99.9981	0.0019
	Poll		21	0.0007	21	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>263846</b>	<b>8.5821</b>	<b>263841</b>	<b>5</b>	<b>99.9981</b>	<b>0.0019</b>
<b>Total</b>		<b>10296062</b>	<b>7368593</b>	<b>71.5671</b>	<b>7368588</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>





**SAHADEB RATH**  
**B.Com(Hons.), ACS**  
**Practicing Company Secretary**

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

Dated: 28.07.2017

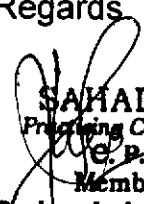
To  
The Chairman of 37<sup>th</sup> Annual General Meeting of  
**ORIENTAL CARBON & CHEMICALS LIMITED**  
31, Netaji Subhas Road  
Kolkata - 700 001

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 Seventh (37<sup>th</sup>) Annual General Meeting of Oriental Carbon & Chemicals Limited held on 28<sup>th</sup> July, 2017.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report dated 28<sup>th</sup> July 2017 on the Remote E-voting and voting through Ballot at the meeting in respect of the 37<sup>th</sup> Annual General Meeting of Oriental Carbon & Chemicals Limited held on 28<sup>th</sup> July 2017.

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,  
2<sup>nd</sup> Floor, Room No. 209,  
Kolkata-700012,  
phone (O)-03322360745,  
(M)-9830363084  
Email-sahadevrath@yahoo.co.in

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**SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL**

*(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies Management and Administration) Rules, 2014 read with amendments made thereto)*

To

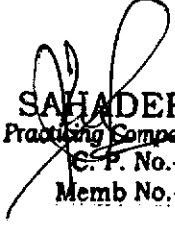
The Chairman of 37<sup>th</sup> Annual General Meeting of  
**ORIENTAL CARBON & CHEMICALS LIMITED**  
(Corporate Identity Number- L24297WB1978PLC031539)  
31, Netaji Subhas Road  
Kolkata - 700 001

Ref: 37<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Oriental Carbon & Chemicals Limited held at Williamson Magor Hall (1<sup>st</sup> Floor), The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700001 on Friday, the 28<sup>th</sup> July, 2017 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 37<sup>th</sup> 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 23<sup>rd</sup> May, 2017, 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 to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the venue of the said Annual General Meeting for and in respect of all the 7 resolutions, as mentioned herein below and as contained in the Notice dated 23<sup>rd</sup> May 2017 convening the said Annual General Meeting ("said AGM", here in after) and ascertaining the requisite majority.
2. I was also appointed as Scrutinizer to scrutinize the voting process at the venue of the said Annual General Meeting held on Friday, the 28<sup>th</sup> July, 2017 at 10.30 A.M..

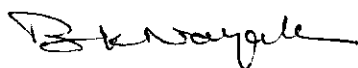
  
**SAHADEB RATH**  
Practicing Company Secretary  
C. P. No.-3452  
Memb No.-13298


3. 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 23<sup>rd</sup> May 2017 convening the 37<sup>th</sup> 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 37<sup>th</sup> 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.
4. In E-voting, members had to vote by logging on to [www.evotingindia.com](http://www.evotingindia.com) and following the procedure laid down in the notice dated 23<sup>rd</sup> May 2017. The E-voting period commenced on 25<sup>th</sup> July, 2017 (9.00 am) and ends on 27<sup>th</sup> July, 2017 (5.00 pm).
5. 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 27<sup>th</sup> July, 2017 in respect of Resolution(s) as set out therein.
6. The e-voting module were provided by CDSL. Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 21<sup>st</sup> July, 2017 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 21<sup>st</sup> July, 2017. In terms of the said Notice, votes cast through evoting form were considered valid.
7. After the closure of the voting at the 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](http://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



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

9. 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
10. 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, 2017 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 votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	41	7368567	100.000
Through Ballot	3	21	0.000
Total	44	7368588	100.000

- ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	0.00
Through Ballot	Nil	Nil	Nil
Total	1	5	0.00

- iii. Invalid Votes

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

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

**Item No.1(b)**

To receive, consider and adopt the audited consolidated Financial Statements of the Company for the year ended 31st March, 2017 and Report of the Auditors' thereon.

**(Ordinary Resolution)**

i. Voted in favour of the resolution:


Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	41	7368567	100.000
Through Ballot	3	21	0.000
Total	44	7368588	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	0.00
Through Ballot	Nil	Nil	Nil
Total	1	5	0.00

iii. Invalid Votes

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

  
**SAHADEB RATH**  
Practicing Company Secretary  
C. No.-3452  
Mem No.-13298

## **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, 2017.

### **(Ordinary Resolution)**

i. Voted in favour of the resolution:


Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	41	7368567	100.000
Through Ballot	3	21	0.000
Total	44	7368588	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	0.00
Through Ballot	Nil	Nil	Nil
Total	1	5	0.00

iii. Invalid Votes

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

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

### **Item No.3**

To appoint a Director in place of Mr.J P Goenka (holding DIN 00136782), 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 votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	41	7368567	100.000
Through Ballot	3	21	0.000
Total	44	7368588	100.000

ii. Voted against the resolution


Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	0.00
Through Ballot	Nil	Nil	Nil
Total	1	5	0.00

iii. Invalid Votes

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

### **Item No.4**

“RESOLVED THAT M/s. S. S. Kothari Mehta & Co., Chartered Accountants, (Registration No.000756N) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 42<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every Annual General Meeting) at such remuneration as may be fixed by the Board of Directors of the Company.”

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

**(Ordinary Resolution)**

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	41	7368567	100.000
Through Ballot	3	21	0.000
Total	44	7368588	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	0.00
Through Ballot	Nil	Nil	Nil
Total	1	5	0.00

iii. Invalid Votes


Mode of Voting	Number of members whose votes were declared invalid or abstained	Number of 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.5**

"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 remuneration payable to M/s. J K Kabra & Co., the Cost Auditors, appointed by the Board of Directors of the Company, for auditing the Cost Accounts of the Company in respect of the products, as applicable, for the year ending March 31, 2018 as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby ratified."

**(Ordinary Resolution)**

  
SAHADEB  
Practicing Company Secretary  
C/P No.-3452  
Mem No.-13298



i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	41	7368567	100.000
Through Ballot	3	21	0.000
Total	44	7368588	100.000

ii. Voted against the resolution


Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	0.00
Through Ballot	Nil	Nil	Nil
Total	1	5	0.00

iii. Invalid Votes

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

**Item No.6**

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and relevant rules prescribed thereunder (including any amendment, statutory modification(s) or reenactment thereof for the time being in force) or any other applicable laws, the consent of the members be and is hereby accorded to authorize Mr. Arvind Goenka, Managing Director, Mr. Akshat Goenka, Jt. Managing Director, Mr. Anurag Jain, Chief Financial Officer and Mr. Pranab Kumar Maity, Company Secretary of the Company to charge from the members such amount as may be deemed fit as an advance amount in lump sum or otherwise against any estimated or actual expenses incurred or to be incurred by the Company from time to time for delivery of the documents to the members in a mode specified by the members.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Arvind Goenka, Managing Director, Mr. Anurag Jain, Chief Financial Officer and Mr. Pranab Kumar Maity, Company Secretary of the Company be and are hereby severally authorised to waive such fees from any member(s) (not being related party of the Company) of the Company and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**(Ordinary Resolution)**

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	40	7368503	100.000
Through Ballot	3	21	0.000
Total	43	7368524	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	2	69	0.000
Through Ballot	Nil	Nil	Nil
Total	2	69	0.000

iii. Invalid Votes

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

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

## Item No.7

"RESOLVED that pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable from time to time, consent of the Members, be and is hereby accorded to the reclassification of the status of Mr. Shreyans Goenka and Ms. Shreya Goenka holding 24568 (0.24%) and Nil Equity Shares respectively, from the 'Promoter and Promoter Group' shareholding of the Company to the 'Public' shareholding of the Company.

RESOLVED further that the Board of Directors of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper and expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

### (Special Resolution)

i. Voted in favour of the resolution:

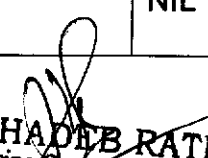
Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	41	7368567	100.000
Through Ballot	3	21	0.000
Total	44	7368588	100.000

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	1	5	0.00
Through Ballot	Nil	Nil	Nil
Total	1	5	0.00


iii. Invalid Votes

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

  
**SAHA DEB RATH**  
Practicing Company Secretary  
C. P. No.-3452  
Memb No.-13298

11. Based on the aforesaid results the resolution nos. 1 to 7 as contained in the Notice dated 23<sup>rd</sup> May 2017 convening the 37<sup>th</sup> Annual General Meeting of the members of the Company have been passed with the requisite majority.
12. 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.
13. 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 28, 2017  
Place:-Kolkata