

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 23, 2016

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 36th 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 36th Annual General Meeting (AGM) of the Company held on Friday, July 22, 2016 at "ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India Exchange Place, 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

Kindly acknowledge the receipt.

Yours faithfully,
For **ORIENTAL CARBON & CHEMICALS LIMITED**


Pranab Kumar Maity
COMPANY SECRETARY & SENIOR MANAGER-LEGAL

Encl: As above.

SUMMARY PROCEEDINGS OF 36TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, JULY 22, 2016 AT 10.30 A.M. AT ICC AUDITORIUM (10TH FLOOR), INDIAN CHAMBER OF COMMERCE, ICC TOWERS, 4, INDIA EXCHANGE PLACE, KOLKATA – 700 001.

The 36th Annual General Meeting (AGM) of the Members of ORIENTAL CARBON & CHEMICALS LIMITED ('the Company') was held on Friday, 22nd July, 2016 at 10.30 A.M. at ICC Auditorium (10th Floor), Indian Chamber of Commerce, ICC Towers, 4, India Exchange Place, 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 36th 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 19th July, 2016 at 9.00 A.M. to 21st July, 2016 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 31st March, 2016, 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 2015-2016;
3. Appointment of Mr. H S Shashikumar who retires by rotation and being eligible, offers himself for re-appointment;
4. Ratification of appointment of Messrs. Singhi & Co., Chartered Accountants, as Statutory Auditors of the Company., from the conclusion of this AGM till the conclusion of the 37th AGM and approval to their remuneration;

Special Business:

5. Ratification of the remuneration of M/s. J K Kabra & Co., Cost Auditors of the Company;
6. Approval under section 180(a) of the Companies Act, 2013

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 36th AGM Voting Results - Regulation 44(3) of SEBI Regulations								
Date of AGM			22nd July 2016					
Total number of shareholders on record date, 14th July 2016			14234					
No. of shareholders present in the meeting either person or through proxy:								
Promoter and Promoter Group:			7					
Public :			288					
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, 2016, 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	5255243	5255243	100.0000	5255243	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
	Total		5255243	100.0000	5255243	0	100.0000	0.0000
Public Institutions	E-Voting	1383778	976409	70.5611	976409	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
	Total		976409	70.5611	976409	0	100.0000	0.0000
Public Non Institutions	E-Voting	3657041	263442	7.2037	263437	5	99.9981	0.0019
	Poll		307	0.0084	307	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		263749	7.2121	263744	5	99.9981	0.0019
Total		10296062	6495401	63.0863	6495396	5	99.9999	0.0001

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

Resolution Required : (Ordinary/Special)			Ordinary 2. Declaration of final dividend and to confirm the payments of interim dividend for the year 2015-2016					
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 [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5255243	5255243	100.0000	5255243	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
	Total		5255243	100.0000	5255243	0	100.0000	0.0000
Public Institutions	E-Voting	1383778	976409	70.5611	976409	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
	Total		976409	70.5611	976409	0	100.0000	0.0000
Public Non Institutions	E-Voting	3657041	263442	7.2037	263437	5	99.9981	0.0019
	Poll		307	0.0084	307	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		263749	7.2121	263744	5	99.9981	0.0019
Total		10296062	6495401	63.0863	6495396	5	99.9999	0.0001

Resolution Required : (Ordinary)			Ordinary 3. Appointment of Mr. H S Shashikumar 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 [3]={[2]/[1]}*100	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	5255243	5255243	100.0000	5255243	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
	Total		5255243	100.0000	5255243	0	100.0000	0.0000
Public Institutions	E-Voting	1383778	976409	70.5611	976409	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
	Total		976409	70.5611	976409	0	100.0000	0.0000

Public Non Institutions	E-Voting	3657041	263262	7.1988	263257	5	99.9981	0.0019
	Poll		307	0.0084	307	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		263569	7.2072	263564	5	99.9981	0.0019
Total		10296062	6495221	63.0845	6495216	5	99.9999	0.0001


Resolution Required : (Ordinary)		Ordinary 4. Ratification of appointment of Messrs. Singhi & Co., Chartered Accountants, as Statutory Auditors of the Company., from the conclusion of this AGM till the conclusion of the 37th AGM and approval to their remuneration						
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
Promoter and Promoter Group	E-Voting	5255243	5255243	100.0000	5255243	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
	Total		5255243	100.0000	5255243	0	100.0000	0.0000
Public Institutions	E-Voting	1383778	976409	70.5611	976409	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
	Total		976409	70.5611	976409	0	100.0000	0.0000
Public Non Institutions	E-Voting	3657041	263442	7.2037	263437	5	99.9981	0.0019
	Poll		307	0.0084	307	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		263749	7.2121	263744	5	99.9981	0.0019
Total		10296062	6495401	63.0863	6495396	5	99.9999	0.0001

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
Promoter and	E-Voting	5255243	5255243	100.0000	5255243	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000

Promoter Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5255243	100.0000	5255243	0	100.0000	0.0000
Public Institutions	E-Voting	1383778	976409	70.5611	976409	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
	Total		976409	70.5611	976409	0	100.0000	0.0000
Public Non Institutions	E-Voting	3657041	263442	7.2037	263437	5	99.9981	0.0019
	Poll		307	0.0084	307	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		263749	7.2121	263744	5	99.9981	0.0019
Total		10296062	6495401	63.0863	6495396	5	99.9999	0.0001

Resolution Required : (Special)		Special 6. Approval under section 180(a) of the Companies Act, 2013						
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	5255243	5255243	100.0000	5255243	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
	Total		5255243	100.0000	5255243	0	100.0000	0.0000
Public Institutions	E-Voting	1383778	976409	70.5611	976409	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
	Total		976409	70.5611	976409	0	100.0000	0.0000
Public Non Institutions	E-Voting	3657041	263442	7.2037	263323	119	99.9548	0.0452
	Poll		307	0.0084	307	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		263749	7.2121	263630	119	99.9549	0.0451
Total		10296062	6495401	63.0863	6495282	119	99.9982	0.0018

ORIENTAL CARBON & CHEMICALS LTD.


Company Secretary

SAHADEB RATH

*B. Com. (Hons.) LL.B., ACS
Practising Company Secretary*

31/1, Chatawala Lane
2nd Floor, Room No.-209
Kolkata-700012
Phone- 9830363084
Email:sahadevrath@yahoo.co.in

Dated: 22.07.2016

To
The Chairman of 36th 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 Sixth (36th) Annual General Meeting of Oriental Carbon & Chemicals Limited held on 22nd July, 2016.

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report dated 22nd July 2016 on the Remote E-voting and voting through Ballot at the meeting in respect of the 36th Annual General Meeting of Oriental Carbon & Chemicals Limited held on 22nd July 2016

Regards



Sahadeb Rath
Practising Company Secretary
Membership No-13298
CP No-3452

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

Place: Kolkata
Enclosure: As above

SAHADEB RATH

B. Com. (Hons.) LL.B., ACS
Practising Company Secretary

31/1, Chatawala Lane
2nd Floor, Room No.-209
Kolkata-700012
Phone- 9830363084
Email:sahadevrath@yahoo.co.in


SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

To
The Chairman of 36th 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 their meeting", in respect of the resolutions contained in the Notice of the 36th Annual General Meeting of Oriental Carbon & Chemicals Limited, held on 22nd July, 2016

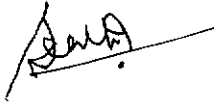
Dear Sir,

1. I have been appointed as a 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 30th May, 2016, 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 and pursuant to the applicable provisions 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 said Annual General Meeting for and in respect of all the 6 resolutions, as mentioned herein below and as contained in the Notice of the said Annual General Meeting ("said AGM", here in after).
2. I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Friday , the 22nd July, 2016 at 10.30 A.M..
3. In E-voting, members had to vote by logging on to www.evotingindia.com and following the procedure laid down in the notice dated 30th May 2016. The E-voting period commenced on 19th July, 2016 (9.00 am) and ends on 21st July, 2016 (5.00 pm).
4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, electronically on e-voting platform provided by CDSL, before 5 PM on 21st July ,2016 in respect of Resolution(s) as set out therein.


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

5. 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 15th July, 2015 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 15th July, 2016 . In terms of the said Notice, votes cast through evoting form were considered valid.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 36th 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 AGM is restricted to make a Scrutinizer's Report of the votes cast in 'favour' or in 'against' the resolutions stated above, 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.
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 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. Prasanta Sen



(b) Mr. Bijay Kumar Nayak




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

To receive, consider and adopt the audited Financial Statement of the Company for the year ended 31st March, 2016 including consolidated Audited Financial Statements for the year ended on that date together with the Report of the Board of Directors and Auditors' Report thereon.


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

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)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution


Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Item No.2

To declare final dividend and to confirm the payments of interim dividend on Equity Shares for the year 2015-16.


SAHADEB RATH
Practicing Company Secretary
 C. P. No.- 2452
 Memb. No.- 13298

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)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

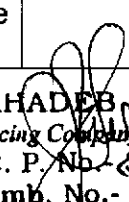
Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Item No.3

To appoint a director in place of Mr. H S Shashikumar (holding DIN 06674954), who retires by rotation and being eligible, offers himself for re-appointment.

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)	What % of votes cast is valid	% of total number of valid votes cast
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SAHADEB RATH
 Practicing Company Secretary
 C. P. No.- 3452
 Memb. No.- 13298

Remote voting	E-	33	6494909	100.00	99.995
Through Ballot		16	307	100.00	0.005
Total		49	6495216	100.00	100.00

ii. Voted against the resolution

Mode of Voting		Number of members voted	Number of votes cast by them(one share one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote voting	E-	1	5	100.00	0.00
Through Ballot		Nil	Nil	Nil	Nil
Total		1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting		Number of members voted	Number of votes cast by them(one share one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote voting	E-	NA	NA	NA	NA
Through Ballot		NIL	NIL	NA	NA
Total		NIL	NIL	NA	NA

Item No.4

To ratify the appointment of Auditors and to fix their remuneration and for the purpose to consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. Singhi & Co., (Firm Regn. No. 302049E), Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Seventh AGM of the Company to be held in the year 2017 and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

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

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)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Special Business

Item No.5

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and

SAHADEB RATH
 Practicing Company Secretary
 C. P. No. 8452
 Memb. No.- 13298

Auditors) Rules, 2014, the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. J K Kabra & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company ("the Board") for the financial year ending 31st March, 2017, with a remuneration of Rs.1,30,000/- (Rupees One lakh thirty thousand only) plus applicable service tax and reimbursement of actual out of pocket expenses .

RESOLVED FURTHER that, the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	34	6495089	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	50	6495396	100.00	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	1	5	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	1	5	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

SAHADEB RATH
Practicing Company Secretary
 C. P. No. - 8452
 Memb. No. - 13298

Item No.6

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to mortgage and/or charge on first, pari passu or second charge basis any or all immovable and movable assets of the Company, wherever situate, present and future in favour of State Bank of India(SBI), New Delhi as security for fund based and non-fund based working capital facilities amounting to Rs. 77.15 Crores and existing Term Loans (Present outstanding Rs 42.26 Crore) and in favour of Export Import Bank of India (Exim Bank), Chandigarh, as security for existing Term Loans (Present outstanding Rs 4.98 Crore).

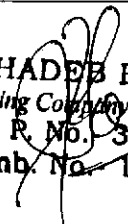
RESOLVED FURTHER that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to mortgage and/or charge on first, pari passu or second charge basis any or all immovable and movable assets of the Company, wherever situate, present and future in favour of various Banks as security for sanction of New Term Loans aggregating to Rs. 67.80 Crores for part financing the project cost for phase-1 of Expansion of Insoluble Sulphur Plant at Mundra SEZ, Mundra, Distt. Kutch, Gujarat on such terms and conditions as set out in their respective Sanction Letters, with liberty to the Directors of the Company to create in future any further or other charge on the said assets, as per details below:

Name of Bank	Sanction Amount (Rs. Crore)
SBI	37.80
EXIM Bank	20.00
Kotak Mahindra Bank Ltd. New Delhi	10.00

RESOLVED FURTHER that the mortgage/charges created and /or all agreements/ documents executed and acts done in terms of the above resolution by and with the authority of the Board of Directors are hereby confirmed and ratified.”

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)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	32	6494975	100.00	99.995
Through Ballot	16	307	100.00	0.005
Total	48	6495282	100.00	100.00


SAHADEB RATH
Practicing Company Secretary
C. R. No. 3452
Memb. No. 13298

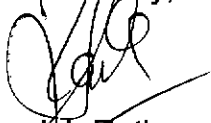
ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	3	119	100.00	0.00
Through Ballot	Nil	Nil	Nil	Nil
Total	3	119	100.00	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	What % of votes cast is valid	% of total number of valid votes cast
Remote E-voting	NA	NA	NA	NA
Through Ballot	NIL	NIL	NA	NA
Total	NIL	NIL	NA	NA

Thanking You,
Yours faithfully,



Sahadeb Rath
Practicing Company Secretary
Membership No-13298
CP No-3452

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

Dated:-July 22, 2016
Place:-Kolkata