



Assam Petro-Chemicals Ltd.

CIN-L24116AS1971SGC001339

(A Govt. of Assam Undertaking)

Regd. Office : 4th Floor, Orion Place, Bhangagarh, G. S. Road, Guwahati-781 005

Phone/Fax : (0361) 2461470 / 2461471 / 2461584

E-mail : apiguw@apnl.in ; web : www.assampetrochemicals.co.in

THE SHAREHOLDERS RESOLUTIONS OF THE COMPANY PASSED THROUGH POSTAL BALLOTS ON 7TH APRIL, 2016 AT THE REGISTERED OFFICE OF THE COMPANY.

Pursuant to section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company was sought through Postal Ballot as set out in Notice dated 26th February, 2016.

The Postal Ballot Notice containing the resolution together with the statement annexed to the Notice and Postal Ballot Form were sent to all the members of the Company on 8th March, 2016 and the last date of receipt of Postal Ballot form, through physical submission by the members of the Company in postage pre-paid self addressed envelope or through e-voting was Thursday, 7th April, 2016. Mr. Biman Debnath proprietor of M/s Biman Debnath & Associates, Practicing Company Secretaries, Guwahati, was appointed as the Scrutinizers for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer submitted his report on 8th April, 2016. On Basis of the report of the scrutinizer on the Postal Ballot as well as e-voting communication received from the Members, I hereby declare that the Resolutions as set out in the Postal Ballot Notice dated 26th February, 2016 have been duly passed by the Members of the Company with requisite majority.

The details of the voting results of the Resolution passed through Postal Ballot process (including e-voting) are reproduced hereunder:

Date of declaration of Postal Ballot Results	: Saturday, 9 th April, 2016*
Total number of Shareholders on 4 th March, 2016 Cut-off-date (record date)	: 850
No. of shareholders present in the meeting either in person or through proxy	: Not Applicable
Promoters and Promoter Group	:
Public	: Not Applicable
No. of Shareholders attended the meeting through video conferencing	: Not Applicable
Promoters and Promoter Group	:
Public:	:

*result declaration date has advanced to 9th April, 2016 due to declaration of public holiday by the State Govt. on 11 April, 2016 under the Negotiable instrument Act, 1882.

Head Office & Factory Site : Assam Petro-Chemicals Ltd., Namrup, Parbatpur, Distt - Dibrugarh, Assam-786001
Phone : Namrup (0374) 2500331, 2500212, 2500618, Fax : 2500231, E-Mail : npapl@sancharnet.in




Details of the Agenda items:

Item No.	Brief Particulars of the item	Type of Resolution	Mode of voting	Results
1	Creation of charges on the entire movable and immovable properties of the company, both present and future, in respect of borrowing.	Special	Postal Voting/e-voting	Passed with requisite majority
2	Appointment of Shri Digendra Nath Barua as Independent Director	Ordinary	Postal Voting/e-voting	Passed with requisite majority
3	Appointment of Shri Birinchi Kr. Sarma as Independent Director	Ordinary	Postal Voting/e-voting	Passed with requisite majority

AGENDA WISE DISCLOSURE ARE ANNEXED AS ANNEXURE-1

For Assam Petro-Chemicals Ltd.


09/04/16

CS Uttam Ballung, FCS-7254
Company Secretary
Assam Petro-Chemicals Limited
4th Floor, ORION Place, G.S. Road
Guwahati-781 005, Assam

RESOLUTION NO. 1: CREATION OF CHARGES ON THE ENTIRE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWING								
Resolution Required			Special					
Whether promoter/promoter group are interested			No					
Promoter/Public	Number of Shares	Number of Votes Polled	%of Votes polled on outstanding shares	Number of votes in favour	Number of Votes against	% of votes in favour on Votes polled	% of votes against on votes polled	Invalid Votes
Mode of Voting: (E-Voting)								
Promoter and Promoter Group	8044047	8041540	99.97	8041540	0	100	0	0
Public Institutional Holders	943200	0	-	0	0	0	0	0
Public -Others	132700	48050	36.21	48050	0	100	0	0
Total(A)	9119947	8089590	88.70	8089590		100	0	0
Mode of voting: (Postal Ballot)								
Promoter and Promoter Group	8044047	0	0		0	0	0	0
Public Institutional Holders	943200	0	0	0	0	0	0	0
Public -Others	132700	600	0.45	600	0	100	-	600
Total(B)	9119947	600	0.0066	600	0	100	0	600
Results (A+B)	9119947	8090190	88.71	8090190	0	100	0.0	600

RESOLUTION NO. 2: APPOINTMENT OF SHRI DIGENDRA NATH BARUA AS INDEPENDENT DIRECTOR								
Resolution Required			Ordinary					
Whether promoter/promoter group are interested			No					
Promoter/Public	Number of Shares	Number of Votes Polled	%of Votes polled on outstanding shares	Number of votes in favour	Number of Votes against	% of votes in favour on Votes polled	% of votes against on votes polled	Invalid Votes
Mode of Voting: (E-Voting)								
Promoter and Promoter Group	8044047	0	0	0	0	0	0	8041540
Public Institutional Holders	943200	0	-	0	0	0	0	0
Public -Others	132700	48050	36.2095	48050	0	100	0	0
Total(A)	9119947	48050	0.53	48050	0	100	0	8041540
Mode of voting: (Postal Ballot)								
Promoter and Promoter Group	8044047	0	0	0	0			0
Public Institutional Holders	943200	0	0	0	0	0	0	0
Public -Others	132700	650	0.49	650	0	100	-	550
Total(B)	9119947	650	0.01	650	0	100	0	550
Results (A+B)	9119947	48700	0.53	48700	0	100	0.00	8042090

(Handwritten Signature)


RESOLUTION NO. 3: APPOINTMENT OF SHRI BIRINCHI KR. SARMA AS INDEPENDENT DIRECTOR								
Resolution Required			Ordinary					
Whether promoter/promoter group are interested			No					
Promoter/Public	Number of Shares	Number of Votes Polled	%of Votes polled on outstanding shares	Number of votes in favour	Number of Votes against	% of votes in favour on Votes polled	% of votes against on votes polled	Invalid Votes
Mode of Voting: (E-Voting)								
Promoter and Promoter Group	8044047	0	0	0	0	0	0	8041540
Public Institutional Holders	943200	0	-	0	0	0	0	0
Public -Others	132700	48050	36.21	48050	0	100	0	0
Total(A)	9119947	48050	0.53	48050		100	0	
Mode of voting: (Postal Ballot)								
Promoter and Promoter Group	8044047	0	0.0	0	0	0	0	
Public Institutional Holders	943200	0	0	0	0	0	0	
Public -Others	132700	550	0.41	550	0	100	-	650
Total(B)	9119947	550	0.01	550	0	100	0	650
Results (A+B)	9119947	48600	0.53	48600	0	100	0.00	8042190

Uttam Bailung 09/04/16.

CS Uttam Bailung, FCS-7254
 Company Secretary
 Assam Petro-Chemicals Limited
 4th Floor, ORION Place, G.S. Road
 Guwahati-781 005, Assam



SCRUTINIZER'S REPORT FOR E-VOTING & POSTAL BALLOT VOTING
[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies
(Management and Administration) Rules 2014 as amended]

To,
The Chairman
Assam Petro-Chemicals Limited,
(CIN: L24116AS1971SGC001339)
4th Floor Orion Place, G.S. Road, Bhangagarh
Guwahati, Assam-781005

Dear Sir,

I, Biman Debnath, Company Secretary in Practice, have been appointed as a Scrutinizer by the authority of the Board of Directors of Assam Petro-Chemicals Limited ("the Company") for the purpose of scrutinizing the Postal Ballot and Electronic Voting(e-voting) carried out by the Company pursuant to Section 110 and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 22 & Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended for the resolutions contained in the notice to the Postal ballot dated 26th Day of February, 2016.

My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution(s) based on the Postal Ballot Form and reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL") (the Agency/ service provider).

I submit my report as under:

- i. The dispatch of Notice of the Postal Ballot dated 26th Day of February, 2016 was completed on 8th Day of March, 2016
- ii. The e-voting period commenced on Wednesday, the 9th Day of March, 2016 at 9.00 A.M. and ended on Thursday, the 7th Day of April, 2016 at 5.00 P.M.
- iii. The last date for receipt of Postal Ballot Forms was Thursday, the 7th Day of April, 2016 at 5.00 P.M.
- iv. The Shareholder holding the shares as on the "cut off" date i.e. Friday, the 4th Day of March, 2016 were entitled to vote on the proposed resolutions.



- v. Total 21 (Twenty One) Postal Ballot forms were received and 10 (Ten) shareholders casted the votes on the e-voting platform.
- vi. With the support of Registrar and Transfer Agent ("RTA") of the Company, the Postal Ballot forms were scrutinized and signatures of Members who have casted their votes were verified with their specimen signatures registered with RTA as maintained by the Depositories.
- vii. No Shareholder has casted their votes by both means, i.e through Postal Ballot Form and e-voting.
- viii. At the end of the voting period on Thursday, the 7th Day of April, 2016, I received all the Postal Ballot Forms received from the shareholders. As a scrutinizer, I scrutinized the Postal Ballot Forms including e-voting process and found them duly complied, and accordingly the result of Postal Ballot which includes e-voting is as under:

Resolutions:

1. CREATION OF CHARGES ON THE ENTIRE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWING:

To consider and if though fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof exercising the powers conferred on the board by this resolution) to grant or create any mortgage, lien, hypothecation, charge and all other encumbrance of whatsoever nature on all or any of the Company's present and/or future assets and/or properties, whether immovable and movable, where-so-ever situate (including the whole or substantially the whole of the undertaking(s) of the Company), in such form and in such manner as the Board may think fit and proper, in favour of any banks/financial institutions/lenders/trustees, to secure any loan or facility granted or to be granted by, or any obligation incurred or to be incurred towards any such banks/financial institutions/lenders/trustees, as the case may be, together with interest and all costs, charges and expenses and all other monies as may become due and payable by the Company in connection therewith, in such form and on such terms and conditions as the board may deem fit.



FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected with or in order to give effect to this resolution."

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	80,90,190	100

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	600

2. APPOINTMENT OF SHRI DIGENDRA NATH BARUA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 149, 159 and other applicable provision, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Digendra Nath Barua (DIN 00431146) a non-executive Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Director of the company w.e.f. 24th September, 2015 for a term of 5 (five) year."

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	48,700	100



Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
12	80,42,090

3. APPOINTMENT OF SHRI BIRINCHI KUMAR SARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Birinchi Kr. Sarma (DIN 02817985) a non-executive Director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as director of the company w.e.f. 24th September, 2015 for a term of 5 (five) year."

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	48,600	100

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14	80,42,190

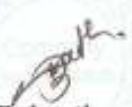


The Postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the Chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

Thanking You,

Yours faithfully,

For Biman Debnath & Associates
Company Secretaries


Biman Debnath
(Proprietor)
Membership No: 6717
FCS: 5857

Date: 08/04/2016
Place: Guwahati