



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 / 2461594

E-mail : aplguw@bsnl.in ; web : www.assampetrochemicals.co.in

45th Annual General Meeting held on 30th September, 2016

Declaration of Results of remote e-voting and Poll

According to the Section 108 of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the notice of 45th Annual General Meeting. The Remote e-voting was open from 9:00 AM on 27th September, 2016 and ends on 5:00 PM on 29th September, 2016.

In terms of the Rule 20 of the Companies (Management and Administration)(Amendment) Rules, 2015, the voting through show of hands was not allowed at the Annual General Meeting since voting conducted through remote e-voting using NSDL e-Voting platform. Therefore, at the 45th Annual General Meeting, voting was conducted by means of poll using ballot.

The Board of Directors had appointed CS Biman Debnath, Practicing Company Secretary as Scrutinizer for remote e-voting and polling through ballots in the Annual General Meeting. The Scrutinizer has carried out the scrutiny of all votes received through remote e-voting and ballot papers in the AGM and submitted their report on 30th September, 2016.

The Consolidated Results as per Scrutinizer's report dated 30th September, 2016 is as follows:

Resol ution No.	Particulars of resolution	% of votes cast in favour	% of votes cast against
1	To receive, consider and adopt the Company's Standalone Financial Statement as at 31st March, 2016 along with the Directors' Report, Independent Auditors' Report, Secretarial Audit Report and comments of the Comptroller and Auditor General of India, etc. thereon.	99.99	0.01
2	To appoint Director in place of Shri Rameshwar Dhanowar, (DIN: 02357978) who retires by rotation and being eligible, offers himself for reappointment.	0.01	99.99
3	To appoint Director in place of Shri V.B. Pyarelal, IAS, (DIN: 07125837) who retires by rotation and being eligible, offers himself for reappointment.	99.99	0.01
4	To fix the remuneration of Independent Auditor at ₹ 1,70,000/- (Rupees One lacs seventy thousand) only.	99.99	0.01
5	To increase in the borrowing limits from ₹ 850 Crore to ₹ 1050 Crore or the aggregate of paid-up share capital and free reserves of the company whichever is higher.	99.99	0.01
6	To consider and appoint Shri Utpal Borah, (DIN: 02071252) as an Independent Director.	99.99	0.01

Page 1 of 7

7	To consider and appoint Shri S.K Choubey, (DIN: 01616405) as an Independent Director.	99.99	0.01
8	To fix the remuneration of the Cost Auditors of the company at ₹ 18,000/- (Rupees Eighteen Thousand) only for the Financial Year 2016-17.	100.00	0.00

Based on the Consolidated Report of the Scrutinizer, all the resolutions except for resolution no. 2 as set out in the Notice of the 45th Annual General Meeting have been duly approved by the shareholders with requisite majority.



Dated: 30th September, 2016
Place: Guwahati

For Assam Petro-Chemicals Limited

(D.N. Barua)

Chairman of 45th Annual General Meeting

Outcome of 45th Annual General Meeting

Date of Annual General Meeting	30 th September, 2016		
Total Number of Shareholders as on cut-off date (i.e 23rd September, 2016)	850 shareholders		
Number of shareholders present in the meeting either in person or through proxy	Promoter	Public	
		In person	Through Proxy
	1	7	1

Agenda item wise

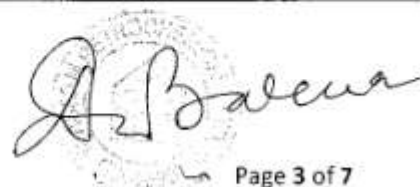
The mode of voting for all the resolutions was:

1. E-voting conducted between 9:00 AM on 27th September, 2016 and ends on 5:00 PM on 29th September, 2016.
2. Poll by ballot papers conducted at the meeting

Given below is the resolution wise combined result of e-voting and the poll

Resolution 1: To receive, consider and adopt the Company's Standalone Financial Statement as at 31st March, 2016 along with the Directors' Report, Independent Auditors' Report, Secretarial Audit Report and comments of the Comptroller and Auditor General of India, etc. thereon.

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	100	0	100.00	0.00
Total(A)	9119947	100	0.001	100	0	100.00	0.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.97	8041540	0	100.00	0.00
Public Institutional Holders	943200	0	0.00	0	0	0	0.00
Public -Others	132700	400	0.30	350	50	87.50	12.50
Total(B)	9119947	8041940	88.18	8041890	50	99.999	0.001
Results (A+B)	9119947	8042040	88.18	8041990	50	99.999	0.001

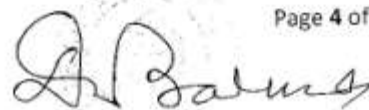


Resolution 2: To appoint Director in place of Shri Rameshwar Dhanowar, (DIN: 02357978) who retires by rotation and being eligible, offers himself for reappointment.

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	100	0	100.00	0.00
Total(A)	9119947	100	0.001	100	0	100.00	0.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.969	0	8041540	0.00	100.00
Public Institutional Holders	943200	0	0.000	0	0	0	0.00
Public -Others	132700	400	0.301	50	350	12.50	87.50
Total(B)	9119947	8041940	88.180	50	8041890	0.0006	99.999
Results (A+B)	9119947	8042040	88.181	150	8041890	0.0019	99.998

Resolution 3: To appoint Director in place of Shri V.B. Pyarelal, IAS, (DIN: 07125837) who retires by rotation and being eligible, offers himself for reappointment.

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	100	0	100.00	0.00
Total(A)	9119947	100	0.001	100	0	100.00	0.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.969	8041540	0	100.00	0.00
Public Institutional Holders	943200	0	0.000	0	0	0	0.00
Public -Others	132700	450	0.339	400	50	88.89	11.11
Total(B)	9119947	8041990	88.180	8041940	50	99.999	0.0006
Results (A+B)	9119947	8042090	88.181	8042040	50	99.999	0.0006




Resolution 4: To fix the remuneration of Independent Auditor at ₹ 1,70,000/- (Rupees One lacs seventy thousand) only.

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	0	100	0.00	100.00
Total(A)	9119947	100	0.001	0	100	0.00	100.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.969	8041540	0	100.00	0.00
Public Institutional Holders	943200	0	0.000	0	0	0	0.00
Public -Others	132700	450	0.339	400	50	88.89	11.11
Total(B)	9119947	8041990	88.180	8041940	50	99.999	0.0006
Results (A+B)	9119947	8042090	88.181	8041940	150	99.998	0.0019

Resolution 5: To increase in the borrowing limits from ₹ 850 Crore to ₹ 1050 Crore or the aggregate of paid-up share capital and free reserves of the company whichever is higher.

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	100	0	100.00	0.00
Total(A)	9119947	100	0.001	100	0	100.00	0.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.969	8041540	0	100.00	0.00
Public Institutional Holders	943200	0	0.000	0	0	0	0.00
Public -Others	132700	450	0.339	400	50	88.89	11.11
Total(B)	9119947	8041990	88.180	8041940	50	100.00	0.0006
Results (A+B)	9119947	8042090	88.181	8042040	50	100.00	0.0006

 Page 5 of 7

Resolution 6: To consider and appoint Shri Utpal Borah, (DIN: 02071252) as an Independent Director.

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	100	0	100.00	0.00
Total(A)	9119947	100	0.001	100	0	100.00	0.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.969	8041540	0	100.00	0.00
Public Institutional Holders	943200	0	0.000	0	0	0	0.00
Public -Others	132700	450	0.339	200	250	44.44	55.56
Total(B)	9119947	8041990	88.180	8041740	250	99.997	0.003
Results (A+B)	9119947	8042090	88.181	8041840	250	99.997	0.003

Resolution 7: To consider and appoint Shri S.K Choubey, (DIN: 01616405) as an Independent Director.

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	100	0	100.00	0.00
Total(A)	9119947	100	0.001	100	0	100.00	0.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.969	8041540	0	100.00	0.00
Public Institutional Holders	943200	0	0.000	0	0	0.00	0.00
Public -Others	132700	450	0.339	200	250	44.44	55.56
Total(B)	9119947	8041990	88.180	8041740	250	99.997	0.003
Results (A+B)	9119947	8042090	88.181	8041840	250	99.997	0.003



Resolution 8: To fix the remuneration of the Cost Auditors of the company at ₹ 18,000/- (Rupees Eighteen Thousand) only for the Financial Year 2016-17

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
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	8044047	0	0.000	0	0	0.00	0.00
Public Institutional Holders	943200	0	0.000	NA	0	0.00	0.00
Public -Others	132700	100	0.075	100	0	100.00	0.00
Total(A)	9119947	100	0.001	100	0	100.00	0.00
Mode of voting: (Ballot)							
Promoter and Promoter Group	8044047	8041540	99.969	8041540	0	100.00	0.00
Public Institutional Holders	943200	0	0.000	0	0	0.00	0.00
Public -Others	132700	450	0.339	450	0	100.00	0.00
Total(B)	9119947	8041990	88.180	8041990	0	100.00	0.00
Results (A+B)	9119947	8042090	88.181	8042090	0	100.00	0.00



Ref. No.

Date.....

SCRUTINIZER'S REPORT FOR E-VOTING & BALLOT VOTING

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules 2014 as amended]

To,

The Chairman

Of the 45th Annual General Meeting of the Equity Shareholders of M/S ASSAM PETRO CHEMICALS LIMITED (CIN: L24116AS1971SGC001339) held on Friday, the 30th day of September, 2016 at 11 a.m. at the Registered Office of the Company at 4th Floor, Orion Place, G.S. Road, Bhangagarh, Guwahati, Assam-781005

Dear Sir,

I, Biman Debnath of M/s Biman Debnath & Associates, Company Secretaries, having office at 4th Floor, Block-C, Prashanti Pride, Prakash Choudhury Housing Complex, Tarun Nagar, Guwahati-781005, Assam, appointed by the Board of Directors of M/S ASSAM PETRO CHEMICALS LIMITED ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote electronic voting under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and voting by poll process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015 at the venue of, and on the resolutions contained in the Notice calling, the 45th Annual General Meeting ("AGM") of the Members of the Company, held on Friday, the 30th day of September, 2016 at the Registered Office of the Company at 4th Floor Orion Place, G.S. Road, Bhangagarh, Guwahati, Assam-781005.

- i. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote E-voting and voting by use of poll by the members in person or by proxy on the resolutions proposed in the Notice calling the 45th Annual General Meeting of the Company is the responsibility of the management. My Responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report to the Chairman on the result of voting of the resolutions based on the reports generated from the electronic voting system by the National Securities Depository Limited and the results of the poll conducted at the venue of the meeting.

- ii. The Company has entered into an arrangement with the National Securities

Depository Limited to provide e-voting facilities for voting through Electronic means to all the Members who were eligible to participate in the remote e-Voting.

- iii. The cut-off date for the purpose of identifying the Members who were entitled to vote on the resolution placed for their approval was Friday, the 23rd day of September, 2016.
- iv. As prescribed in the Rules, the remote e-voting facility was kept open for three days from Tuesday, the 27th day of September, 2016 (9.00 A.M) till Thursday, the 29th day of September, 2016 (5.00 PM).
- v. At the end of remote e-voting period on Tuesday, the 29th day of September, 2016 after 5.00 p.m. voting portal of the Agency was blocked forthwith.
- vi. On Friday, the 30th day of September, 2016 at the AGM venue, 8 (Eight) Members had opted for the physical ballot voting at the AGM in person and through proxy. Thereafter the votes cast through remote E-voting and poll process was unblocked by me in the presence of Mr Atish Roy, S/o Late Amal Roy and Ms Archita Chakraborty, D/o Troilokya Chakraborty.
- vii. No members has casted their votes by both means, i.e through physical ballot form and remote e-voting.

The consolidated result of the remote e-voting together with that of the poll at the venue of the meeting is as under:

RESOLUTION NO. 1: AS AN ORDINARY RESOLUTION

To receive, consider and adopt the Company's standalone Financial Statement as at 31st March, 2016 along with the Directors' Report, Independent Auditors' Report, Secretarial Audit Report and Comments of the Comptroller and Auditor General of India; etc. thereon.

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	1	100	7	8041940	8	8042040	99.99
Dissent	0	0	1	50	1	50	0.01
Invalid	0	0	0	0	0	0	0
Total	1	100	8	8041990	9	8042090	100.00

RESOLUTION NO. 2: AS AN ORDINARY RESOLUTION

To consider and appoint Director in place of Shri Rameshwar Dhanowar, who retires by rotation in pursuance of Section 152 of the Companies Act, 2013. Shri Dhanowar being eligible, offers himself for reappointment.

M/S ASSAM PETRO-CHEMICALS LIMITED
CIN: L24116AS1971SGC001339

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	1	100	1	50	2	150	Negligible
Dissent	0	0	6	8041890	6	8041890	99.99
Invalid	0	0	1	50	1	50	Negligible
Total	1	100	8	8041990	9	8042090	100.00

RESOLUTION NO. 3: AS AN ORDINARY RESOLUTION

To consider and appoint Director in place of Shri V.B. Pyarelal, IAS, who retires by rotation in pursuance of Section 152 of the Companies Act, 2013. Shri V.B. Pyarelal, being eligible, offers himself for reappointment:

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	1	100	7	8041940	8	8042040	99.99
Dissent	0	0	1	50	1	50	0.01
Invalid	0	0	0	0	0	0	0.00
Total	1	100	8	8041990	9	8042090	100.00

RESOLUTION NO. 4: AS AN ORDINARY RESOLUTION

To fix remuneration of the Independent Auditors at ₹1,70,000/- (Rupees One Lacs Seventy thousand) only

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	0	0	7	8041940	7	8041940	99.99
Dissent	1	100	1	50	2	150	0.01
Invalid	0	0	0	0	0	0	0.00
Total	1	100	8	8041990	9	8042090	100.00

RESOLUTION NO. 5: AS SPECIAL RESOLUTION

To increase in the borrowing limits from ₹ 850 Crore to ₹ 1050 Crore or the aggregate of paidup share capital and free reserves of the company whichever is higher.

To consider and if thought fit, to pass the following resolutions as special resolution.

"RESOLVED THAT in supersession of the resolution passed by the shareholders in 41st Annual General Meeting of the Company held on 30th March, 2013, the consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, to borrow monies for and on behalf of the Company from time to time at their discretion for the purpose of the business of the Company, which together with the funds already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) provided that total amount borrowed by the Board shall not exceed ₹ 1050 Crores (Rupees One Thousand Fifty Crores only), or the aggregate of paid-up share capital and free reserves of the company whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, and writings as may be required to give effect this resolution"

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	1	100	7	8041940	8	8042040	99.99
Dissent	0	0	1	50	1	50	0.01
Invalid	0	0	0	0	0	0	0.00
Total	1	100	8	8041990	9	8042090	100.00

RESOLUTION NO. 6: AS AN ORDINARY RESOLUTION

To consider and appoint Shri Utpal Borah as an Independent Director :

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 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Utpal Borah (DIN 02071252) 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 Independent Director of the Company w.e.f. 30th September, 2016 for a term of 5 (five) years."

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	1	100	5	8041740	6	8041840	99.99
Dissent	0	0	3	250	3	250	0.01
Invalid	0	0	0	0	0	0	0.00
Total	1	100	8	8041990	9	8042090	100.00

RESOLUTION NO. 7: AS AN ORDINARY RESOLUTION

To consider and appoint Shri S. K. Choubey as an Independent Director:

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 (the Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Sanjeev Kumar Choubey (DIN 01616405) 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 Independent Director of the Company w.e.f. 30th September, 2016 for a term of 5 (five) years.

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	1	100	5	8041740	6	8041840	99.99
Dissent	0	0	3	250	3	250	0.01
Invalid	0	0	0	0	0	0	0.00
Total	1	100	8	8041990	9	8042090	100.00

RESOLUTION NO. 8: AS AN ORDINARY RESOLUTION

To fix the remuneration of the Cost Auditors of the company at ₹ 18,000/- (Rupees Eighteen Thousand only) for the Financial Year 2016-17.

To consider and if thought fit, to pass the following resolution as a ordinary resolution:

“RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 (“the Act”) read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) the consent of the Company be and is hereby accorded for approval of the payment of the remuneration of ₹ 18,000/- (Rupees Eighteen Thousand Only) excluding out of pocket expenses to M/S K.K. Das & Associates., Cost Accountants as the Cost Auditors of the Company for the Financial Year 2016-17”

Particulars	Number of Votes and Votes Contained in						Percentage
	Remote e-voting		Physical Ballot		Total		
	Number	Votes	Number	Votes	Number	Votes	
Assent	1	100	8	8041990	9	8042090	100.00
Dissent	0	0	0	0	0	0	0.00
Invalid	0	0	0	0	0	0	0.00
Total	1	100	8	8041990	9	8042090	100.00

Based on the aforesaid report, Resolution No(s) 1,3,4,5,6,7 & 8 shall be deemed to have been passed with the requisite majority except Resolution No. 2 which is not passed with requisite majority.

All the relevant records of voting is under my safe custody until the Chairman considers, approves and signs the minutes of the 45th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking You,

Yours Faithfully,
For Biman Debnath & Associates
Company Secretaries



Biman Debnath
FCS No: 5857
C.P: 6717

Date: 30/09/2016
Place: Guwahati