



हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड  
(भारत सरकार का उद्यम)  
**HINDUSTAN ORGANIC CHEMICALS LIMITED**  
(A Govt. of India Enterprise)

आईएसओ ९००१ आईएसओ १४००१ इनिट  
AN ISO 9001 ISO 14001 UNIT

*Signature*

नवशक्ति  
मुंबई, मंगळवार, ८ सप्टेंबर २०२०



1. The 59th Annual General Meeting (AGM) of the Members of Hindustan Organic Chemicals Limited ("the Company") will be held on **Monday, the 28th September, 2020 at 2.00 p.m. (IST)** through Video Conferencing (VC)/Other Audio Visual Means ("OAVM"). The CMD, Chairman, Company Secretary, the VC Moderator etc. will meet Board Room, HOCL Registered Office, CBD Belpur office. In the view of continuing Covid-19 Pandemic, the Company has decided to hold the AGM via video tele-conferencing.



# HINDUSTAN ORGANIC CHEMICALS LIMITED

Regd. Office : 401-403, 4th Floor, V-TIMES SQUARE Plot No. 3, Sector 15,  
CBD Belapur, Navi Mumbai - 400614

Email-ids: corporate.cs@hoclindia.com; helpdesk.evoting@cdslindia.com; investor@bighshareonline.com  
[CIN L09999MH1960G0011895] Website: www.hoclindia.com;  
URL: https://www.evotingindia.com

## NOTICE

NOTICE is hereby given that

- The 59th Annual General Meeting (AGM) of the Members of Hindustan Organic Chemicals Limited (The Company) will be held on Monday, the 28th September, 2020 at 2.00 p.m. (IST) through Video Conferencing (VC) and/or Audio Visual Means (OAVM). The CMD, Chairman Company Secretary, the VC Moderator etc. will meet Board Room, HOCL Registered Office CBD Belapur office. In the view of continuing Covid-19 Pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular dated May 05 2020 read with the Circulars dated April 13, 2020 and April 08, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence at a common venue. In compliance with the provisions of the Companies Act 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 59th AGM is being held through VC/OAVM, to transact the Ordinary Businesses and Special Businesses as mentioned in the 59th AGM Notice dated 13th August, 2020.
  - Participation of Members through VC will be reckoned for the purpose of Quorum for this 59th AGM as per Section 103 of Companies Act, 2013.
  - In compliance with the Circulars, electronic copies of the 59th AGM Notice and 59th Annual Report 2019-20 have been sent to all the members whose email IDs are registered with the Company/Depository Participant as on the cutoff date of 28-08-2020.
  - Members may also note that the Notice of the 59th AGM and the 59th Annual Report 2019-20 will also be available on the Company's website at <https://www.hoclindia.com/announcements>, and at <https://www.hoclindia.com/financial-year-wise-annual-reports>, websites of the Stock Exchanges, i.e. BSE Limited, at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The dispatch of notice through emails has been completed on September 01, 2020 and the dispatch through emails of 59th Annual Report 2019-20 of HOCL has been completed on 5th September, 2020. Also a link for the said 59th AGM Notice (sent in email on 1-9-2020) and 59th Annual Report 2019-20 (sent in email on 5-9-2020) have been placed at HOCL website at [www.hoclindia.com](http://www.hoclindia.com) home page and available under News section.
  - Members holding shares either in physical or dematerialized form, as on Cut-off date i.e. 22-09-2020, may cast their vote electronically on the business set forth in the Notice of AGM through electronic voting system of CDSL (remote e-voting).
- Members are hereby informed that:
- The businesses are set forth in the Notice of the 59th AGM may be transacted through Video Conferencing (VC) and voting through remote e-voting or e-voting system at the/ during the 59th AGM.
  - The e-voting period commences on Wednesday, 23rd September, 2020 from 9.00 am (IST) onwards and ends on Sunday, 27th September, 2020, at 5.00 pm (IST).
  - The cut-off date for determining the eligibility to vote by remote e-voting or by e-voting system at the 59th AGM shall be 22nd September, 2020.
  - The e-voting module will be disabled by CDSL after 5.00 p.m. IST on 27th September, 2020.
  - Any person, who acquires shares of the Company and becomes shareholder of the Company after Friday, 28-08-2020, i.e. the date considered for the dispatch of the 59th AGM Notice and holding the shares as on the (e-voting) cut-off date of 22-09-2020 and not updated their PAN may obtain the login ID and sequence number by sending a request at [investor@bighshareonline.com](mailto:investor@bighshareonline.com).
  - Members may note that a) The remote e-voting shall be disabled by the CDSL beyond 5.00 p.m. IST on September 27, 2020 and once the votes on a resolution is cast by the member, the member shall not be allowed to change it subsequently. b) The facility for e-voting will also be made available during the 59th AGM on 28-09-2020 and those members present at the 59th AGM through VC facility and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system at the 59th AGM. c) The members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again. d) Only persons whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 22nd September, 2020, shall be entitled to avail the facility of remote e-voting or e-voting at the 59th AGM.
  - The manner of voting remotely for members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the Notice of the 59th AGM.
  - Members who have not registered their email addresses are requested to register their email addresses. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, viz. M/s. Bighshare Services Private Limited at [investor@bighshareonline.com](mailto:investor@bighshareonline.com) to receive the copies of the 59th Annual Report 2019-20 in electronic mode.
  - The Members can join the 59th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the 59th AGM/Meeting by following the procedure mentioned in the 59th AGM Notice. The CMD, Chairman, Company Secretary, the VC Moderator etc. will meet Board Room, HOCL Registered Office, CBD Belapur office. The facility of participation at the 59th AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 59th AGM without restriction on account of first come first serve basis.
  - If any member has any queries or issues regarding attending 59th AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
  - The members who require technical assistance to access and participate in the meeting through VC may contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- Pursuant to the provisions of the Companies Act, 2013 and Rules there under, the detailed 59th AGM Notice (sent in emails on 01-09-2020) containing the Ordinary Businesses, Special Businesses & Resolutions to be passed thereat (as appended herewith below) along with other relevant Notes on E-Voting, Explanatory Statements thereof and 59th Annual Report for FY. 2019-20 (sent in emails on 05-09-2020) are individually dispatched within the stipulated statutory time limit, to all the Shareholders of the Company by email id/addressess whose email addresses are registered with Company/Depository Participant and a copy of the said 59th AGM Notice and 59th Annual Report 2019-20 are also placed at HOCL website at [www.hoclindia.com](http://www.hoclindia.com) and available under News Section at HOCL website Home page. Also the Link for 59th AGM Notice & 59th Annual Report 2019-20 of HOCL is given below : [https://www.hoclindia.com/uploads/userfiles/59thAnnualReport201920\\_HOCL.pdf](https://www.hoclindia.com/uploads/userfiles/59thAnnualReport201920_HOCL.pdf)
- Resolutions to be passed at the 59th AGM are as follows:
- To consider and to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as at 31st March, 2020, the Profit & Loss Account for the year ended on that of 31-03-2020, the Cash Flow Statements, Schedules and Notes to Accounts attached thereto, together with the Directors' Report and the Auditors' Report thereon, along with the Audit Report of the Comptroller & Auditor General (C&AG).
  - To re-appoint M/s. Aka Tiwari (DIN: 03502306), AS&FA, as per GOI Order, who retires at this 59th AGM and being eligible offers herself for re-appointment.
  - To note the appointment by the C&AG of M/s. BSJ & Associates, Kochi (Firm Registration No. SR1972) as the Statutory Auditors of the Company for the year 2020-21 and to approve the remuneration of Rs. 3,00,000/- to be paid as statutory audit fees to M/s. BSJ & Associates, appointed as Statutory Auditor by the C&AG for the FY 2020-21 and to authorise and to ratify the actions of the Board of Directors of the Company to fix the other audit fees, if any, payable to the Statutory Auditors of the Company, for the Financial Year 2020-21. And to note the Board of Directors approval for the enhancement of Statutory Audit fees from Rs. 2,00,000/- to Rs. 3,00,000/- payable to M/s. BSJ & Associates, the statutory auditors of the company for the FY 2019-20.
  - To consider and ratify the remuneration to be paid to M/s. CY & Associates, Cost Accountants, Mumbai (Firm Registration No. 000334) as Cost Auditors of the company for the FY 2020-21 for audit of Cost Accounts Records of the company and if thought fit to pass the following Resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration, at a total fee of Rs. 50,000/- plus GST for audit of Cost Account Records of the Company and to issue of Compliance Certificate thereof and to give Cost Audit Report for the year 2020-21 and for assisting in e-filing of cost audit reports related XBRL e-Forms in respect of Kochi Unit Product for the company for the financial year ending 31st March 2021 to M/s. CY & Associates, Cost Accountants, Mumbai (Firm Registration No. 000334) as Cost Auditors of the Company for the FY 2020-21.

NOTICE is also hereby given that, pursuant to Regulation 42(2) to (4) and other applicable Regulations of the LODRRs, Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will be closed from Wednesday, the 23rd September, 2020 to Monday, the 28th September, 2020 (both days inclusive) for the purpose of 59th AGM of the Company.

Notice is also hereby given that, The voting period begins on Wednesday, 23rd September, 2020 from 9.00am (IST) onwards and ends on Sunday, 27th September, 2020, at 5.00pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, 22-09-2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to the Provisions of the Act, a member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not to be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxy by the members will not be available for the AGM.

By Order of the Board  
For Hindustan Organic Chemicals Limited

Place: CBD Belapur  
Date : 05/09/2020

(Mrs. Sushweta S. Kulkarni)  
Company Secretary (F3145)