



## Hindustan Organic Chemicals Limited

[CIN L99999MH1960GOI011895]

Registered Office: 401,402,403, 4<sup>th</sup> Floor, V Times Square, Sector-15, CBD, Belapur, PIN: 400614.

### NOTICE OF POSTAL BALLOT

(Voting Period – 05-04-2019 to 04-05-2019)

**Dear Member/Shareholder,**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and any amendment thereto, that the Resolution(s) appended hereunder is proposed to be passed as a Special Resolution by way of Postal Ballot. The explanatory statements pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has appointed M/s. S. N. ANANTHASUBRAMANIAN & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e. by 5 p.m. on 04-05-2019. Any Postal Ballot form received beyond the said date will not be valid. Therefore, Members are requested to send the duly completed Form well before this date allowing sufficient time for postal transit.

The Company is providing voting by electronic means ("e-voting") and Members desiring to opt for e-Voting are requested to read the notes to this Notice and instructions thereat. References to postal ballot in this notice include e-Votes cast.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit their report to the Chairman & Managing Director / any other officer authorized by him. The result of the Postal Ballot will be announced by the Chairman & Managing Director or the Company Secretary of the Company on **06-05-2019** at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the BSE Limited and displayed along with the Scrutinizer's Report on the Company's website viz. [www.hocindia.com](http://www.hocindia.com) and website of CDSL.

#### RESOLUTIONS :

##### 1. To consider and if thought fit, to pass the following as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Regulation 24 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and applicable provisions of the Companies Act, 2013 and subject to approval of the Central Government in this regard and all such other approvals as may be required as per extant applicable laws, the approval of the Shareholders of the Company is hereby accorded to the proposal of Hindustan Fluorocarbons Limited (HFL), a subsidiary of the Company to sell or dispose of 66.13 acres of land of HFL situated at Rudraram, Mamidipally and Edthanoor Village, Sangareddy District, Telangana (hereinafter referred to as 'Sale Land') on 'as is where is basis'."

'RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"FURTHER RESOLVED THAT the Board of Directors of the Company OR Chairman and Managing Director OR Company Secretary of the Company be and are hereby authorized to take necessary actions in respect of the Sale Land and to take all such other related actions as may be required to give effect to these resolutions."

**By Order of the Board of Directors of  
Hindustan Organic Chemicals Ltd.**

Place: CBD Belapur

Date: 22-03-2019

Registered Office :

401,402,403, 4<sup>th</sup> Floor,

V Times Square, Sector-15,

CBD, Belapur, PIN: 400614.

Sd/-

Mrs. Susheela S. Kulkarni

Company Secretary

#### NOTES AND INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Resolution is appended herein below along with the Postal Ballot Form for your consideration.



2. The Notice is being sent to all the Members whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 29-03-2019.
3. Members who have not yet submitted their KYC/PAN details to the RTAs are requested to submit the same to the RTAs either in email/s to their given email ids or through courier/post to their registered postal address.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories are being sent this notice of postal ballot by e-mail and the members who have not registered their e-mail IDs will receive notice of postal ballot along with the Form through post/courier. Members who have received postal ballot notice by e-mail and who wish to vote using the Form, may download the Form from the ‘investors’ section on the Company’s website [www.hocindia.com](http://www.hocindia.com). Members may submit their queries/grievances, etc. connected to postal ballot at/to: Jibu John ([jibu@bigshareonline.com](mailto:jibu@bigshareonline.com)); ([investor@bigshareonline.com](mailto:investor@bigshareonline.com)) & [cs@hocindia.com](mailto:cs@hocindia.com).
5. The attached self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board and the Postal Ballot Form after casting of the vote should be put inside the same and the envelope should be duly sealed. Envelope containing the Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the Member.
6. The Form should be signed by the Member as per the specimen signature registered with the Company. In case shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (PoA) on behalf of a Member may vote on the Form mentioning the Registration No. of the PoA registered with the Company or attach notarial attested copy of the PoA. Unsigned Form will be rejected.
7. Members holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Bankers/ Depository Participants (“DPs”). The signature should be verified by their Bankers/ DPs by affixing seal mentioning name and address of the Banker/ DPs and name, stamp and signature of the Authorised signatory.
8. In case of shares held by companies, trusts, societies, etc. the duly completed Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Form.
9. Members are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Form inside the enclosed self-addressed prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.
10. There will be only one Form for each Folio/ Client Id. Exercise of vote through postal ballot is not permitted through proxy.
11. Incomplete, improperly or incorrectly tick marked Form will be rejected.
12. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company with this postal ballot. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members, if they so opt, to cast their votes electronically instead of filling in and dispatching the Form. E-voting is optional.

The instructions for e-voting are as follows:

- (i) The voting period begins on 05-04-2019 at 9 A.M and ends on 04.05.2019 at 5 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.29.03.2018 may, if they so opt, cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii)

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li></ul>



	<ul style="list-style-type: none"><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Hindustan Organic Chemicals Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, 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).
13. In case a shareholder votes through e-voting and also by postal ballot by filling in the Form, voting through electronic means will be taken on record and voting through postal ballot will be ignored.
14. The Board has appointed M/s. S. N. ANANTHASUBRAMANIAN & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process (including e-voting) in accordance with law in a fair and transparent manner.
15. The Scrutinizer shall, no later than seven working days from the conclusion of the e-voting period, unblock the votes and submit his report on the voting pattern in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014.
16. The resolutions, where assented to by the requisite majority of the Members by means of postal ballot (which shall also include the results of e-Voting), shall be deemed to have been duly passed at a general meeting convened in that behalf on the date of the last date of receipt of postal ballot forms i.e., Saturday, 4<sup>th</sup> May, 2019.
17. The Scrutinizer's decision on the validity of a completed Form shall be final.

**By Order of the Board of Directors of  
Hindustan Organic Chemicals Ltd.,**

**Place: CBD Belapur  
Date : 22-03-2019**

**Sd/-  
Mrs. Susheela S. Kulkarni  
Company Secretary**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND SECTION 110 & RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

**Resolution No. 1) Sale of 66.13Acres of HFL land on 'as is where is basis' subject to Government approval.**

Hindustan Fluorocarbons Limited (HFL) was incorporated on 14<sup>th</sup> July, 1983 under the Companies Act, 1956 as a subsidiary of Hindustan Organic Chemicals Limited and registered with the Registrar of Companies, Hyderabad, at Telangana (earlier A.P.) State. The Company has paid up capital of Rs. 19.60 Crs. HOCL is one of the promoters of the Company and has invested 56.43% (Rs.11.06 crore) in the Equity Share Capital of the Company. HFL is listed on the BSE. HOCL has extended Secured Loan of Rs.35.05Crore to the company from time to time. As on 15<sup>th</sup> March 2019 there are 14,853 shareholders, including its promoters & promoter group. The market price of HFL shares as on 20<sup>th</sup> March, 2019 is Rs.16.81. HFL is a continuous loss making, a Sick Company and in the earlier years [during 2007-08], the Modified Draft Rehabilitation Scheme {MDRS} as directed by the BIFR/AIFR was implemented and the dues of the financial institutions {IDBI} was settled out of the carbon credits of the CFM Project included in the MDRS. In spite of implementation of MDRS, HFL continues to remain as a Sick unit under BIFR.

Earlier, during 2017-18 the Government of India (GOI) had 'in-principle' decided to disinvest HOCL's entire shareholding (i.e. 56.43% as on March 2019) in HFL, through a strategic sale. However, later on during 2018-19, Government /Ministry intimated that the ongoing process of strategic disinvestment of HFL has been terminated. And in this regard CMD HOCL / Company has received a letter dt.11<sup>th</sup> February, 2019 and directed to immediately initiate necessary action to organize sale of the 66.13Acres vacant land of HFL etc.

HFL has 126.13Acres of land out of which, 66.13Acres of land has been identified as vacant land which can be sold to pay employees' salaries dues and dues pertaining to VRS to its employees. Earlier, HOCL had given a term loan and to cover its security, charge on HFL land was created in favour of HOCL.

The amount from sale of land proceeds will be utilised to settle employees' salaries dues to and also VRS to employees as per Govt. directions.

After the e-auction, HFL can also pay part amount to HOCL towards its term loan and if need arises, create /modify charge on the balance or proportionate area of land equivalent to residual amount to be paid to HOCL.

It was intimated by Hindustan Fluorocarbons Ltd. {HFL} subsidiary of HOCL, that the Ministry [DCPC], vide letter No.51015/02/2017-Ch. IIIVol.IV) dated 11-02-2019 had directed to take immediate action to organize sale of 66.13Acres vacant surplus land and utilize the sale proceeds for giving VRS/VSS to employees of the company as per law and laid down procedures.

Accordingly the Board of Directors of HFL at their meeting held on 11-03-2019 considered the proposal and decided that, –"subject to the approval of Shareholders and such other approvals as may be required, the consent of Board be and is hereby accorded for the sale of 66.13Acres of vacant surplus land of HFL located at Rudraram, Mamidipally and Edthanoor Village, Sangareddy District, Telangana on 'as is where is basis'."

In view of these, HFL the subsidiary Co. of HOCL has sought approval from HOCL [the promoter Company of HFL holding 56.46% of HFL's Equity & Term loan total amounting to Rs.40,42,32,201/- (with interest as per terms & as on March, 2019) with security of HFL Land] for the sale of said 66.13Acres of vacant surplus land of HFL and No Objection for the sale of 66.13Acres of HFL Land on 'as is where is basis'.

Pursuant to Regulation 24 (6) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, approval of the Members by way of a Special Resolution is required to sell / dispose off any property of the Unlisted material subsidiary and accordingly approval of the Members by way of a Special Resolution is being sought.

The Board of Directors recommend passing of Special Resolution as indicated in Resolution No. 1 of this Notice.

None of the Directors and the Company Secretary (KMPs) are concerned or interested in the Proposed Resolutions except to the extent of Shares held by them in their individual capacity.

**By Order of the Board of Directors  
Hindustan Organic Chemicals Ltd.,**

**Sd/-**

**Mrs. Susheela S. Kulkarni  
Company Secretary**

**Place: CBD Belapur  
Date 22-03-2019**

**Registered Office :  
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