



Hindustan Organic Chemicals Limited

[CIN L99999MH1960GOI011895]

Registered Office: P.O. Rasyani, Dist. Raigad, Maharashtra, Pin- 410207.

E-mail ids: corporate.cs@hoclindia.com; helpdesk.evoting@cdslindia.com

investor@bigshareonline.com Website: www.hoclindia.com; URL: [https:// www.evotingindia.com](https://www.evotingindia.com)

NOTICE OF POSTAL BALLOT [Voting Period – 28-03-2017 to 26-04-2017]

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 resolutions appended hereunder are proposed to be passed as Special Resolutions by way of Postal Ballot. The Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning the resolutions and the reasons thereof is annexed to the Postal Ballot Notice along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") have appointed Ms. Malati Kumar, ACS No.15508, COP No.10980 and failing her Ms. Ashwini Vartak, ACS No. 29463, COP No. 16723 of M/s. S.N. Ananthasubramanian & Co., as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The detailed Postal Ballot Notice & Form containing the Special Resolutions to be passed through Postal Ballot / E- Voting , Explanatory Statements thereof is individually dispatched to all the Shareholders of the Company by Registered / Speed Post/E-mail and in pursuant to the provisions of the Companies Act, 2013 and Rules there under and a copy of the said Postal Ballot Notice & Form is also placed and available at HOCL website at www.hoclindia.com **The Postal Ballot Voting / E-Voting commences from Tuesday, the 28th March, 2017 9.00 a.m. and ends on Wednesday, the 26th April, 2017 upto 5.00 p.m.**

The Members 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 duly completed 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 26-04-2017. Any postal ballot 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.

Members desiring to opt for voting by electronic means ("e-voting") as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to postal ballot in this notice include votes received electronically. E-Voting can be done from 28-03-2017 (from 9.00 a.m.) to 26-04-2017 (upto 5.00 p.m.) [Both days inclusive].

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/ Any other officer authorized by him. The result of the postal ballot would be announced by the Chairman & Managing Director or the Company Secretary of the Company on **29-04-2017** at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's website viz. www.hoclindia.com.

Resolutions to be passed by Postal Ballot Form are as follows :

1. To consider and to approve the Transfer of Company's N2O4 / CNA Plant at HOCL, Rasayani to ISRO, Department of Space, GOI along with (approx.) 20 acres of land and manpower 'as is where is basis' as decided by Govt.of India., including other relevant Government approvals.
2. Proposal of Stoppage of 2 Plants viz. Nitrobenzene & Formaldehyde Plants at Company's (HOCL) Rasayani Unit , along with approval for disposal of 7 Plants (of Rasayani Unit), namely, Nitrobenzene II & III, Formaldehyde, Aniline II & III, Hydrogen III and Nitro toluene and Super Structures disposal and consequent Closure of Rasayani Unit Operations

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

Sd/-

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

**Rasayani
Date: 17.03.2017**