

General information about company	
Scrip Code*	500449
NSE Symbol	N.A.
MSEI Symbol	N.A.
ISIN	INE048A01011
Name of the listed entity	Hindustan Organic Chemicals Limited
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Date of Report	31-05-2021
Whether any observations reported by the Secretarial Auditor	Yes
The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.	Yes
Any actions taken against the listed entity/its promoters/directors/its material subsidiaries either by SEBI or by stock exchanges (including under the Standard operating procedures issued by SEBI through various circulars).	No
Is there any observation made in the previous report	Yes
Name of the Certifying Firm	D. S. Momaya & Co.
Name of the practicing Company Secretary issuing the report	Mrs. Divya Sameer Momaya
Membership Type	FCS
ACS/FCS No.	7195
CP No.	7885
Place	Navi Mumbai
Date	13-07-2021

Regulations			
Sr No	Regulation	Applicability during the period under review (Yes/No)	Any Observation (Yes/No)
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes	Yes
2	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	No	No
3	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes	No
4	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No	No
5	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	No	No
6	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008	No	No
7	Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013	No	No
8	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes	No
9	Specify any other regulation applicable to the Company		

Table I					
Sr No	Regulation Name/ SEBI Circular number	Regulation Number/ circular dated	Compliance requirement (regulations/circulars/ guidelines including specific clauses)	Deviations	Observation details
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	17(1)(b)	Composition of Board of Directors: The composition of Board of Director of the Company is not duly constituted with proper balance of Independent Director	As on 31st March, 2021, the Board of Director of the Company is not duly constituted with proper balance of Independent Director	The Board of Director of the Company is not duly constituted as the Company does not have requisite number of independent director on its board due to its vacancy arises out of the end of the term of existing Independent directors from Feb 21, 2020 onwards. The company being public sector undertaking such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited. The Company has also written so many time letters to Ministry to appoint adequate number of Independent directors on their Board.
2	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	18(1)(b), 18(1)(d), 18(2)(a)	Composition of Audit Committee Two-thirds of the members of audit committee shall be independent directors according to Regulation 18[1](b) of SEBI LO DR. According to Regulation 1B(1)(d) of SEBI LODR, the Chairperson of the Audit Committee shall be independent director. According to Regulation (2) (a) of SEBI LODR, the audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.	As on 31st March 2021, Audit Committee is not duly constituted. The Chairperson of the Audit Committee is not the Independent Director. The Audit Committee meeting has not happened four times in a year.	Appointment of adequate number of Independent directors on the Board due to vacancy arising out of end of term of existing independent directors is to be done by the Ministry as the Company is Central public Sector Enterprise (CPSE) and such appointments are awaited. The Company has also written so many time letters to Ministry to appoint adequate number of Independent directors on their Board. Once appointments are done by Government, Committees will be reconstituted accordingly.
3	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	19(1)(c), 19(2)	Regulation 19(1)(c) and 19(2) of SEBI LODR: Composition of Nomination and Remuneration [NRC] Committee According to Regulation 19(1) § of SEBI LODR, at least fifty percent of the directors shall be independent directors in NRC Committee. According to Regulation LODR, the Chairman of the Nomination and Remuneration Committee shall be independent director.	As on 31st March 2021, Nomination and Remuneration Committee is not duly constituted & Chairman of the Nomination and Remuneration Committee is not Independent Director.	Appointment of adequate number of Independent directors on the Board due to vacancy arising out of end of term of existing independent directors is to be done by the Ministry as the Company is Central public Sector Enterprise (CPSE) and such appointments are awaited. The Company has also written so many time letters to Ministry to appoint adequate number of Independent directors on their Board. Once appointments are done by Government, Committees will be reconstituted accordingly.
4	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	20(2)(A)	Composition of Stakeholders Relationship Committee According to Regulation 20(2)(A) of SEBI LODR, At least three directors, with at least one being an independent director, shall be members of the Committee and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Stakeholders Relationship Committee shall comprise of independent directors.	Composition of Stakeholders Relationship Committee According to Regulation 20(2)(A) of SEBI LODR, At least three directors, with at least one being an independent director, shall be members of the Committee and in case of a listed entity having outstanding SR equity shares, at least two thirds of the Stakeholders Relationship Committee shall comprise of independent directors.	Appointment of adequate number of Independent directors on the Board due to vacancy arising out of end of term of existing independent directors is to be done by the Ministry as the Company is Central public Sector Enterprise (CPSE) and such appointments are awaited. The Company has also written so many time letters to Ministry to appoint adequate number of Independent directors on their Board. Once appointments are done by Government, Committees will be reconstituted accordingly.

Table III				
Sr No	Regulation Name/ SEBI Circular number*	Observations of the practicing Company secretary in the previous reports	Observations made in the secretarial compliance report for the year ended.(the years are to be mentioned)	Actions taken by the listed entity, if any
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 17(1)(b) of SEBI LODR: The composition of BOD is not in compliance with Regulation 17(1)(b) of SEBI LODR i.e. When the chairman of the company is executive director the half of the board should comprise of independent director	NIL (for the year ended 31-03-2020)	Appointment of adequate number of independent director on the board of the company is to be done by the ministry but such appointments are awaited and the company has also written so many times letters to ministry to appoint adequate number of independent director on their board
2	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 18(1)(b) & 18(1)(d) of SEBI LODR: Composition of Audit Committee:Two-thirds of the members of audit committee shall be independent director according to Regulation 18(1)(b) of SEBI LODR. According to Regulation 18(1)(d) of SEBI LODR the chairperson of the audit committee shall be independent director	NIL (for the year ended 31-03-2020)	Appointment of adequate number of independent director on the board of the company is to be done by the ministry but such appointments are awaited and the company has also written so many times letters to ministry to appoint adequate number of independent director on their board
3	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 19(1)(c) & 19(2) of SEBI LODR: According to Regulation 19(1)(c) of SEBI LODR atleast 50% of directors shall be independent director in NRC Committee. According to Regulation 19(2) of SEBI LODR the chairman of NRC shall be Independent Director	NIL (for the year ended 31-03-2020)	Appointment of adequate number of independent director on the board of the company is to be done by the ministry but such appointments are awaited and the company has also written so many times letters to ministry to appoint adequate number of independent director on their board

