



आई एस ओ 9001 आई एस ओ 14001 युनिट
AN ISO 9001 ISO 14001 UNIT

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

HOC/SEC/BSE/2023/05/30

30th May, 2023

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

Dear Sirs,

Sub: Submission of Annual Secretarial Compliance Report (ASCR) for the FY 2022-23

Ref: Regulation 24A of SEBI LODRR

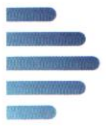
With reference to the captioned subject and in compliance with Regulation 24A and other /applicable Regulations of SEBI LODRRs, please find enclosed herewith the Annual Secretarial Compliance Report of our Company (HOCL) for the Financial Year 2022-23 provided by the M/s Divya S. Momaya & Co., Practicing Company Secretaries, Secretarial Auditors of the Company.

Kindly take the same on records of BSE. Further the report is also disseminated on the website of our company in compliance with the provisions under LODRRs.

Thanking you.

Yours Faithfully,
For Hindustan Organic Chemicals Limited

Subramonian H
Company Secretary & Compliance Officer
Encl.: as above



DSMCO

Partnering Your Governance

- CS Divya Momaya
- CS Supriya Arora
- CS Deepali Nirmal
- CS Sonal Kanungo
- CS Antony Fernando
- CS Abbas Jawadwala

Secretarial Compliance Report of

HINDUSTAN ORGANIC CHEMICALS LIMITED

For the financial year ended 31st March 2023

[Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

[Pursuant to SEBI Circular NSE/CML/2023/30 dated April 10, 2023]

To,
The Board of Directors,
HINDUSTAN ORGANIC CHEMICALS LIMITED
401, 402, 403, 4th Floor, V-Times Square,
Plot No. 3, Sector 15, CBD Belapur,
Navi Mumbai, Thane - 400614.

We have examined:

- All the documents and records made available to us and explanation provided by Hindustan Organic Chemicals Limited (CIN: L99999MH1960GOI011895) [hereinafter called as 'the listed entity'];
- the filings/ submissions made by the listed entity to the stock exchanges (BSE);
- website of the listed entity;
- any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 (hereinafter called as 'review period'), in respect of compliance with the provisions of:
 - the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



Regd. Address : Unit no 105, Building no 6 Sector-3, Millennium Business IT Park,
Mahape, Navi Mumbai Thane Maharashtra 400710
Email : divya.dsmco@gmail.com | Mob. : 7304145928

D. S. Momaya & Co. LLP
Company Secretaries
LLPIN : ABB-3110

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the Company has not issued and listed any debt securities during the period under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable as the Company has not issued and listed any Preference Shares during the period under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under wherever applicable.

And based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



D. S. Momaya & Co. LLP
Company Secretaries
LLPIN : ABB-3110

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Compliance Status	Observations/ Remarks of the Practicing Company Secretary
1.	<u>Secretarial Standard:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations /circulars /guidelines issued by SEBI. 	Yes	
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	
4.	<u>Disqualification of Director:</u> None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	



D. S. Momaya
D. S. Momaya & Co. LLP
 Company Secretaries
 LLPIN : ABB-3110



5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	Yes	
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule</p>	Yes	





	III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	No	During the period under review, Company has maintained Structured Digital Database (hereinafter referred to as "SDD" or the "Database") but as required under Regulation 3(5) & 3(6) of PIT Regulations, 2015 with respect to the time stamping, audit trails and non-tampering of the data could not be established.
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	
12.	<p><u>Additional Non-compliances, if any:</u></p> <p><u>Regulation 17(1)(a) & 17(1)(b) of SEBI LODR</u></p> <p>Composition of Board of Directors</p> <p>The Composition of Board of Directors is not in compliance with regulation 17(1)(a) of SEBI LODR i.e. the Board of Directors shall have an optimum combination of executive and non-executive directors with at least one woman director.</p>	No	The Company did not have requisite number of Independent Directors on its Board due to vacancy been arisen out of end of the term of existing Independent Directors from February 21, 2020 onwards. It was observed that during the period under review from 01-04-2022 to 31-03-2023, Company has a vacancy of One (1) Independent Woman Director on its Board. The Company, being a Public Sector Undertaking, such



D. S. Momaya & Co. LLP

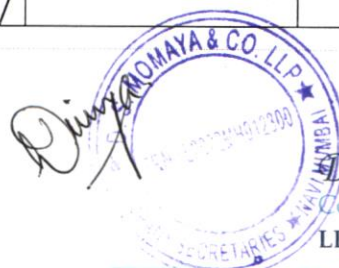
Company Secretaries

LLPIN : ABB-3110

	<p>Also, as per 17(1)(b) of SEBI LODR, when the Chairperson of the Company is an Executive Director then, at least half of the board of directors should comprise of independent directors.</p>	<p>appointment of adequate number of Directors/ Independent Directors on the Board of the Company is to be done by the Administrative Ministry. Requests have also been made by the Company to the Administrative Ministry during the period under review; however, the Ministry is yet to appoint the requisite Independent Woman Director.</p>
--	---	--

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per *SEBI Circular NSE/CML/2023/30 dated April 10, 2023*:

Sr. No.	Particulars	Compliance Status (Yes / No / NA)	Observations/ Remarks of the Practicing Company Secretary
1.	<p>Compliances with the following conditions while appointing/re-appointing an Auditor</p>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor, before such resignation, has issued the limited review/</p>	<p>NA</p>	<p>Not applicable during the year under review</p>



D. S. Momaya & Co. LLP
Company Secretaries
LLPIN : ABB-3110

	audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents have been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee, the details of information / explanation sought and not provided by the management, as applicable.</p>	NA	Not applicable during the year under review



D. S. Momaya & Co. LLP
 Company Secretaries
 LLPIN : ABB-3110

	<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in <i>SEBI Circular NSE/CML/2023/30 dated April 10, 2023.</i></p>	NA	Not applicable during the year under review



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory / Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
As per ANNEXURE A										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
As per ANNEXURE B										

Place: Navi Mumbai
 Date: 30/05/2023
 UDIN : F007195E000421818

For D. S. Momaya & Co. LLP
 Company Secretaries
 FRN: L2022MH012300



CS Divya Momaya
 Designated Partner
 FCS No. 7195/ CP No. 7885

ANNEXURE - A

Sr. No.	Compliance Requirement (Regulation s/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17(1)(a) & 17(1)(b) of SEBI LODR	Reg. 17(1)(a) & 17(1)(b)	The Composition of Board of Directors is not in compliance with regulation 17(1)(a) of SEBI LODR i.e. the Board of Directors shall have an optimum combination of executive and non-executive directors with at least one woman director.	BSE	Fine	Improper composition of the Board of Directors of the Company, as the Company has a vacancy of One (1) Independent Woman Director on its Board.		Board of Directors of the Company is not duly constituted as the Company did not have requisite number of Independent Directors on its Board due to vacancy been arisen out of end of the term of existing Independent Directors from February 21, 2020 onwards. It was observed that during the period under	The Company is a Government of India company and a Central Public Sector Enterprise (CPSE) under the administrative control of Ministry of Chemicals & Fertilizers, Government of India. Therefore,	The Company acknowledges its improper Board constitution & has made several requests to the Administrative Ministry to rectify this non-compliance. In response to the fine levied under the Regulation 17 of SEBI (LODR)



			<p>Also, as per 17(1)(b) of SEBI LODR, when the Chairperson of the Company is an Executive Director then, at least half of the board of directors should comprise of independent directors.</p>		<p>review, the Company has a vacancy of One (1) Independent Woman Director on its Board. The Company, being a Public Sector Undertaking, such appointment of adequate number of Directors/Independent Directors on the Board of the Company is to be done by the Administrative Ministry. Requests have also been made by the Company to the Administrative Ministry during the period under review; however, the Ministry is yet to appoint the requisite Independent Woman Director</p>	<p>any appointment with respect to the Board is taken care of only by way of its Administrative Ministry. Requests have also been made by the Company to the Administrative Ministry during the period under review; however, the Ministry is yet to appoint the requisite Independent Woman Director</p>	<p>Regulations 2015, the Company has submitted their explanations and reasons to the concerned department.</p>
--	--	--	---	--	---	---	--




ANNEXURE - B

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation on/ Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015	Reg. 17(1)(b)	<u>Composition of the Board:</u> Composition of Board of Directors was not in compliance with regulations 17(1)(b) of SEBI LODR i.e. when the Chairman of the Company is Executive Director then, half of the board	BSE	Fine	Improper Board Composition with respect to the following aspects: 1. Insufficient number of Independent Directors, including a Women Director; 2. Total		The Company has justified the delay and it was recorded by the Practicing Company Secretary in their Annual Secretarial Compliance Report for the FY 2021-22.	Appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry but such appointment s are awaited and the Company has also written many letters	The Company has, during the period under review, rectified the non-compliance (as observed in FY 21-22) with the provisions of Reg. 17(1)(c) of SEBI (LODR) Regulations, 2015 i.e. the board of directors of the top 1000 listed



						number of directors being less than six (6) despite falling under top 2000 listed entities.														to Ministry to appoint the requisite number of Independent directors on their Board.	entities (with effect from April 1, 2019) and the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors. However, during the period under review, vacancy of one (1) Independent Women Director still persists.
2.	Regulation 18(1)(b), 18(1)(d) and 18(2)(a) of SEBI (LODR) Regulations, 2015	Reg. 18(1)(b), 18(1)(d) and 18(2)(a)	Composition of Audit Committee: Two-thirds of the members of audit committee must be	BSE	Fine	Improper composition of Audit Committee.	The Company has justified the delay and it was recorded by the Practicing Company Secretary in their Annual Secretarial Compliance Report for the FY 2021-22.	Appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry but such	After having appointed the requisite number of directors by the Ministry, on Board of the Company, composition of the Audit Committee was												




							independent directors according to Regulation 18(1)(b) of the SEBI (LODR) regulations, 2015. According to Regulation 18(1)(d) of the SEBI (LODR) Regulations, 2015, the Chairperson of the Audit Committee should be an independent director. According to Regulation 18(2)(a) of the SEBI (LODR) Regulations, 2015, the audit committee shall meet at least four times						appointed s were awaited and the Company had written many letters to Ministry to appoint the requisite number of Independent directors on their Board.	rectified by the Company and it now stands duly complied with the Reg. 18 of SEBI LODR, for the review period ended on 31 st March, 2023.
--	--	--	--	--	--	--	---	--	--	--	--	--	--	--




3.	Regulation 19(1)(c) and 19(2) of SEBI (LODR) Regulations, 2015.	Reg. 19(1)(c) and 19(2)	in a year and not more than one hundred and twenty days shall elapse between two meetings.	BSE	Fine	Improper composition of Nomination & Remuneration Committee.	The Company has justified the delay and it was recorded by the Practising Company Secretary in their Annual Secretarial Compliance Report for the FY 2021-22.	Appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry but such appointment were awaited and the Company had also written many letters to Ministry to appoint the requisite number of Independent directors on	After having appointed the requisite number of directors by the Ministry, on Board of the Company, the composition of the Nomination & Remuneration Committee was rectified by the Company and it now stands duly complied with Reg. 19 of SEBI LODR, for the review period ended on 31 st March, 2023.
----	---	-------------------------	--	-----	------	--	---	---	--



4.	Regulation 20(2)(A) of SEBI (LODR) Regulations, 2015.	Reg. 20(2)(A)	<p>director</p> <p><u>Composition of Stakeholder Relationship Committee:</u></p> <p>According to Regulation 20(2)(A) of SEBI LODR, at least three directors, with at least one being an independent director, shall be the member of the committee and in case of a listed entity having outstanding SR Equity Shares, at least two thirds of the committee shall comprise of independent directors.</p>	BSE	Fine	Improper composition of Stakeholder Relationship Committee	The Company has justified the delay and it was recorded by the Practicing Company Secretary in their Annual Secretarial Compliance Report for the FY 2021-22.	their Board Appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry but such appointment s are awaited and the Company has also written so many time letters to Ministry to appoint adequate number of Independent directors on their Board.	After having appointed the requisite number of directors by the Ministry, on the Board of the Company, the composition of the Stakeholders Relationship Committee was rectified by the Company and it now stands duly complied with Reg. 20 of SEBI LODR, for the review period ended on 31 st March, 2023.
----	---	---------------	--	-----	------	--	---	---	--

