



**HINDUSTAN ORGANIC CHEMICALS LIMITED**

[CIN L99999MH1960GOI011895]

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Website: [www.hoclindia.com](http://www.hoclindia.com); URL: [https:// www.evotingindia.com](https://www.evotingindia.com)

September 3, 2021

Name of the Member:

Ref.: Folio No./DPID/ Client ID:

Dear Member(s),

**Sub: Notice convening 60<sup>th</sup> Annual General Meeting (AGM) of Hindustan Organic Chemicals Ltd., to be held on Wednesday, the 29<sup>th</sup> September, 2021 at 3.00 p.m. IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").**

**NOTICE** is hereby given that:

1. The 60<sup>th</sup> Annual General Meeting (AGM) of the Members of Hindustan Organic Chemicals Limited ("the Company") will be held on **Wednesday, the 29<sup>th</sup> September, 2021 at 3.00 p.m.** (IST) **through Video Conferencing ("VC")** / Other Audio Visual Means ("OAVM"). 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") and Circular No. 02/2021 dated January 13, 2021 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 60<sup>th</sup> AGM is being held through VC/OAVM, to transact the Ordinary Businesses and Special Businesses as mentioned in the 60<sup>th</sup> AGM Notice dated 30<sup>th</sup> July, 2021. ;
2. Participation of Members through VC will be reckoned for the purpose of Quorum for this 60<sup>th</sup> AGM as per Section 103 of Companies Act, 2013. ;
3. In compliance with the Circulars, electronic copies of the 60<sup>th</sup> AGM Notice and 60<sup>th</sup> Annual Report 2020-21 of the Company will be sent in emails, within the stipulated statutory time limit, to all the members whose email IDs are registered with the Company/ Depository Participant as on the cut-off date of 27-08-2021.;
4. Members may also note that the Notice of the 60<sup>th</sup> AGM and the 60<sup>th</sup> Annual Report 2020-21 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 the 60<sup>th</sup> AGM Notice through emails will be completed on 3<sup>rd</sup> September, 2021 and the dispatch of the 60<sup>th</sup> Annual Reports through emails will be completed on September 07, 2021. ;

Members are hereby informed that:

- i. The businesses are set forth in the Notice of the 60<sup>th</sup> AGM may be transacted through Video Conferencing (VC) and voting through remote e-voting or e-voting system at the/ during the 60<sup>th</sup> AGM.;
- ii. **The e-voting period commences on Friday, 24<sup>th</sup> September, 2021 from 9.00am (IST) onwards and ends on Tuesday, 28<sup>th</sup> September, 2021, at 5.00pm (IST).** ;
- iii. The cut-off date for determining the eligibility to vote by remote e-voting or by e-voting system at the 60<sup>th</sup> AGM shall be 20<sup>th</sup> September, 2021. ;
- iv. The e-voting module will be disabled by CDSL after 5.00 p.m. IST on 28<sup>th</sup> September, 2021. ;

- v. Any person, who acquires shares of the Company and becomes shareholder of the Company after 27-08-2021, i.e. the date considered for the dispatch of the 60<sup>th</sup> AGM Notice and 60<sup>th</sup> Annual Report, 2020-21 and holding the shares as on the (e-voting) cut-off date of 20-09-2021 and not updated their PAN & Bank details, may obtain the login ID and sequence number by sending a request at [investor@bigshareonline.com](mailto:investor@bigshareonline.com);
- vi. Members may note that: **a)** The remote e-voting shall be disabled by the CDSL beyond 5.00 p.m. IST on September 28, 2021 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 60<sup>th</sup> AGM on 29-09-2021 and those members present at the 60<sup>th</sup> 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 60<sup>th</sup> 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 20<sup>th</sup> September, 2021, shall be entitled to avail the facility of remote e-voting or e-voting at the 60<sup>th</sup> AGM.
- vii. 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 60<sup>th</sup> AGM. ;
- viii. 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. Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) to receive the copies of the 60<sup>th</sup> Annual Report 2020-21 in electronic mode. ;
- ix. The Members can join the 60<sup>th</sup> AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the 60<sup>th</sup> AGM/ Meeting by following the procedure mentioned in the 60<sup>th</sup> AGM Notice. The facility of participation at the 60<sup>th</sup> 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 60<sup>th</sup> AGM without restriction on account of first come first serve basis.;
- x. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022- 23058542/43.
- xi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- xii. Pursuant to the provisions of the Companies Act, 2013 and Rules there under, the detailed 60<sup>th</sup> AGM Notice 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 60<sup>th</sup> Annual Report for F.Y. 2020-21 will be individually dispatched within the stipulated statutory time limit, to all the Shareholders of the Company by email ids/addresses whose email addresses are registered with Company/Depository Participant and a copy of the said 60<sup>th</sup> AGM Notice and 60<sup>th</sup> Annual Report 2020-21 will also be placed at HOCL website at [www.hoclindia.com](http://www.hoclindia.com) and available under News & Events Section at HOCL website Home page.

**Resolutions to be passed at the 60<sup>th</sup> AGM are as follows:**

**ORDINARY BUSINESS:**

- 1. To consider and to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as at 31<sup>st</sup> March, 2021, the Profit & Loss Account for the year ended on that, Cash Flow Statement, Schedules and Notes to Accounts attached thereto, together with the Directors' Report and the Auditors' Report along with the Report of the Comptroller & Auditor General of India.*
- 2. To reappoint as per GOI Order, the Govt. Nominee Director, Shri Samir Kumar Biswas, Additional Secretary (Chem), who retires at this AGM and being eligible offers himself for reappointment.*
- 3. To note the appointment by the C&AG of M/s. BSJ & Associates, Kochi (Firm Registration No. SR 1972) as the Statutory Auditors of the Company for the year 2021- 22 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 Auditors by the C&AG for the F. Y. 2021-22 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 Statutory Auditors of the Company for the financial year 2021-22.*

**SPECIAL BUSINESS:**

- 4. To consider and approve the appointment of M/s. CY & Associates, Cost Accountants, Mumbai (Firm Registration No.000334) as Cost Auditors of the company for the FY 2021-22 and ratify the remuneration payable to M/s. CY & Associates as Cost Audit fees for the year, 2021-22 for the audit of Cost Accounts Records of the company and 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 payable Rs.50,000/- plus GST, as a total fees for audit of Cost Account Records of the Company and to issue of Compliance Certificate/s thereof and to give Cost Audit Report for the year 2021-22 and for assisting in & e-filing of cost audit reports related XBRL e-Forms in respect of Kochi Unit Products for the company for the financial year ending 31st March 2022 to M/s.CY & Associates, Cost Accountants, Mumbai (Firm Registration No. 000334 ), the Cost Auditors of the Company for the FY 2021-22.*

**NOTICE is also hereby given pursuant to Section 42(2) to (4) of the New Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 21<sup>st</sup> September, 2021 to Wednesday, the 29<sup>th</sup> September, 2021 (both days inclusive) for the purpose of 60<sup>th</sup> AGM of the Company.**

**NOTICE is also hereby given that, the voting period begins on Friday, the 24<sup>th</sup> September, 2021 from 9.00am (IST) onwards and ends on Tuesday, the 28<sup>th</sup> September, 2021, 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 Monday, 20-09-2021, 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: 03/09/2021

Sd/-  
(Mrs. SusheelaS.Kulkarni)  
*Company Secretary & Compliance Officer*  
*Membership No.: FCS 5145*

**Encl.: Notice of 60<sup>th</sup> AGM of HOCL along with Explanatory Statement thereto in soft copy.**

**Notes:** Please note that in case you wish to receive a physical copy of the 60<sup>th</sup> Annual Report for the financial year 2020-21 sent in email, in electronic form, the Company /RTAs will provide you the same free of cost, at any time, upon receipt of a requisition from you.

We also request you to update your email address as and when there is a change therein and the same may be updated with your Depository Participant or Registrar & Share Transfer Agents (RTAs) of the Company, as the case may be.