



## HINDUSTAN ORGANIC CHEMICALS LIMITED

[CIN L99999MH1960GOI011895]

Registered Office: 401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3, Sector 15, CBD Belapur Navi Mumbai Thane MH 400614 IN

### NOTICE

Notice is hereby given that the 59<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Monday, the 28<sup>th</sup> September, 2020 at 2.00 (Time) p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following:

#### 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, 2020, 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.
2. To re-appoint Ms. Alka Tiwari, (DIN: 03502306), AS&FA, as per GOI Order, who retires at this AGM and being eligible offers herself for re-appointment.
3. To note the appointment by the C&AG of M/s. BSJ & Associates, Kochi (Firm Registration No. SR1972) as the Statutory Auditors of the Company for the year 2020-21 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 Auditor by the C&AG for the FY 2020-21 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 the Statutory Auditors of the Company, for the Financial Year 2020-21. And to note the Board of Directors approval for the enhancement of Statutory Audit fees from Rs. 2,00,000/- to Rs. 3,00,000/- payable to the M/s. BSJ & Associates statutory auditors of the company for the FY 2019-20.

#### SPECIAL BUSINESS:

4. To consider and ratify the remuneration to be paid to M/s. CY & Associates, Cost Accountants, Mumbai (Firm Registration No.000334) as Cost Auditors of the company for the FY 2020-21 for audit of Cost Accounts Records of the company and if thought fit 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, at a total fee of Rs. 50,000/- plus GST for 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 2020-21 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 31<sup>st</sup> March 2021 to M/s. CY & Associates, Cost Accountants, Mumbai (Firm Registration No. [000334]) as Cost Auditors of the Company for the FY 2020-21.

By Order of the Board of  
Hindustan Organic Chemicals Ltd.

Sd/-  
(Susheela S.Kulkarni)  
Company Secretary  
[FCS5145]

Place: CBD Belapur  
Date: 13/08/2020

Registered Office:  
401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3  
Sector 15, CBD Belapur Navi Mumbai Thane MH 400614 IN

#### NOTES:

1. 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")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 AGM is being held through VC/OAVM.  
For this purpose, necessary arrangements have been made by the Company with CDSL and instructions for the process to be followed for attending and participating in the ensuing AGM through VC/OAVM is forming part of this Notice.
2. 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 and hence Proxy form, Attendance Slip are not annexed to this Notice.
3. Participation of Members through VC will be reckoned for the purpose of Quorum for the AGM as per Section 103 of Companies Act, 2013.
4. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote E-Voting. The said resolution/Authorization shall be sent to the Scrutinizer through e-mail to divya.dsmco@gmail.com and to the Company at cs@hocindia.com.
5. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 4, are appended to this Notice.
6. Shareholders may also note that Bigshare Services Pvt Ltd,the Company, Registrar and Transfer Agents have shifted their office w.e.f June 27,2017,to a new address as follows:

Bigshare Services Pvt Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Maharashtra.,  
Tel: 022 62638200, Fax : 022 62638299.

Members can also correspond with the RTA at their email id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Company [through RTA] will be sending communications with respect to below mentioned important points along with this 59<sup>th</sup> AGM Notice.

#### Important information:

- I. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank details to the Company /Registrar & Transfer Agent (RTA)
- II. SEBI Gazette Notification dated June 08, 2018, shares in physical form will not be transferred after December 05,2018. Hence, in your interest, it is advised to get your shares dematerialised at the earliest.
7. Shareholders are requested to intimate immediately any change in their addresses registered with the Company, their PAN, KYC details immediately to the RTAs [as above in note no.6]
8. The Register of Members and Share Transfer Books of the Company will remain closed **from Wednesday, the 23<sup>rd</sup> September, 2020 to Monday, the 28<sup>th</sup> September, 2020 (both days inclusive)** for the purpose of AGM of the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 28-09-2020 (Date of AGM). Members seeking to inspect such documents can send an email to: [corporate.cs@hocindia.com](mailto:corporate.cs@hocindia.com); or to : [cs@hocindia.com](mailto:cs@hocindia.com); (email Id.)



10. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. D. S. Momaya & Co. (FCS No. 7195), Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
11. **The e-voting period commences on Wednesday, 23<sup>rd</sup> September, 2020 from 9.00am (IST) onwards and ends on Sunday, 27<sup>th</sup> September, 2020, at 5.00 pm (IST).** During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 22-09-2020 (Date) may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 22-09-2020 (Cut-Off Date).
12. The facility for voting during the AGM will also be made available. Members present in the AGM through VC 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 during the AGM.
13. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, should follow the same procedure of e-Voting as mentioned below.
14. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 59<sup>th</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) as on the cut off date of 28-08-2020.
15. We urge members to support our commitment to environmental protection by choosing to receive the Company' communication through email. 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, Bigshare Services Private Limited at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) to receive the copies of the Annual Report 2019-20 in electronic mode.
16. Members may also note that the Notice of the 59<sup>th</sup> AGM and the Annual Report 2019-20 will also be available on the Company's website, <https://www.hoclingindia.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)
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited for assistance in this regard.
18. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA i.e. Bigshare Services Private Limited.
19. Since the AGM will be held through VC/OAVM, The Route Map is not annexed in this Notice.
20. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are annexed.

#### **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

##### **A. Voting through electronic means**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard 2 on General Meetings ("SS-2") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

##### **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **Wednesday, 23<sup>rd</sup> September, 2020 from 9.00am (IST) onwards and ends on Sunday, 27<sup>th</sup> September, 2020, 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 of 22-09-2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders" Module
- (v) 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. ORAlternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.



(viii) If you are a first time user follow the steps given below:

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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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. • 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then reach directly 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 Shareholders 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) The shareholders/members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (xxi) The "remote e-voting" end time shall be 5:00 p.m. on the date preceding (i.e. 27-09-2020) the date of Annual General Meeting.
- (xxii) M/s. D. S. Momaya and Co. (FCS No. 7195), Practicing Company Secretaries have been appointed as the Scrutinizer for providing facility to the members/shareholders of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xxiii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as "Corporate" Module.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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 linked in the login 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
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at email address viz; [divya.dsmco@gmail.com](mailto:divya.dsmco@gmail.com) and to the Company at the email address viz; [cs@hoclindia.com](mailto:cs@hoclindia.com)/[corporate.cs@hoclindia.com](mailto:corporate.cs@hoclindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
  2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.
- In case of members receiving e-mail / physical copy:**
- (a) The voting period begins on **Wednesday, 23<sup>rd</sup> September, 2020 from 9.00am (IST) onwards and ends on Sunday, 27<sup>th</sup> September, 2020, 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 Tuesday, 22-09-2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (b) Any person, who acquires shares of the Company and becomes shareholder of the Company after Friday, 28-08-2020, i.e. the date considered for dispatch of the notice and holding shares as on the cut-off date i.e. 22-09-2020, and not updated their PAN may obtain the login ID and sequence number by sending a request at [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**C. Instructions for Members for attending the AGM Through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 14 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance of 14 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

**“Voting Results”**

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer’s Report (i.e. votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolution and invalid votes, to the Chairman of the AGM or to any other person authorised by the Chairman of the Company.
2. Based on the Scrutinizer’s Report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the Listing Regulations.
3. The result declared along with Scrutinizer’s Report will be placed on the website of the Company at [www.hocindia.com](http://www.hocindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013.**

**ITEM NO. 4 of the Notice**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) the Company is required to appoint Cost Auditors to audit the cost records of the Company for products and services specified under Rules issued in pursuance to the said Section.

With reference to the GOI Order No.52/115/CAB-2010 dt.16.12.2010 of Ministry of Corporate Affairs, Govt. of India, the Cost Audit for three products manufactured by Kochi Unit was made applicable from the year 2010-11 as per the said Order. As per the Order referred above, Cost Audit has to be conducted for every financial year.

The Board of Directors of the Company at their meeting held on 26-06-2020 approved the proposal to appoint, a MSME registered firm, M/s.CY & Associates, Cost Accountants, Mumbai (Firm Registration No.000334) as Cost Auditors of the Company for the financial year- 2020-21 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 2020-21 at a consolidated fees of Rs.50,000/- for Cost Audit & for issuing Compliance Certificates/digital signature certifications etc. and for assisting in & e-filing of cost audit reports related XBRL e-Forms in respect of Kochi Unit Products plus taxes at actuals/as may be applicable for the Company.

M/s.CY & Associates, Cost Accountant have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company in accordance with the provisions of Section 148 of the Act, read with the Rules thereon. Further the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for the said purpose as given in this Item.

The Directors recommend this resolution for approval of shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution as set out in Item 5 except to the extent of Shares held by them in their individual capacity.

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

**Sd/-  
(Susheela S.Kulkarni)  
Company Secretary  
[FCS5145]**

**Place: CBD Belapur  
Date: 13/08/2020**

**Registered Office:  
401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3  
Sector 15, CBD Belapur Navi Mumbai Thane MH 400614 IN**

**Annexure-Details pursuant to Regulations 26(4) And 36(3) Of the SEBI(LODR) Regulations  
Details of Directors seeking re-appointment at the Annual General Meeting**

<b>Particulars</b>	<b>Ms. Alka Tiwari</b>
Age	55 Yrs
Date of Appointment	29/01/2019
Qualifications	1. Post Graduate in Psychology, 2. LLB, M.Sc. (Project Management) 3. Additional Secretary & Financial Advisor (AS&FA) in M/o Chemicals & Fertilizers.
Expertise in Specific Functional Areas	She is an IAS Officer of Jharkhand Cadre. She has worked in the state in the field of rural development, finance, taxation and forest & environment. She has worked as Advisor, Niti Aayog handling Financial resources and Education sectors. Presently she is working as Additional Secretary & Financial Advisor (AS&FA) in the Ministry of Chemicals & Fertilizers.
Directorship Held in other Companies	1. Fertilisers And Chemicals Travancore Ltd 2. Rashtriya Chemicals And Fertilizers Limited
Shareholding in the Company	<b>NIL</b>

(For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above director, please refer to the corporate governance report which is a part of this 59th Annual Report.)

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

**Sd/-  
(Susheela S.Kulkarni)  
Company Secretary  
[FCS5145]**

**Place: CBD Belapur  
Date: 13/08/2020**

**Registered Office:  
401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3  
Sector 15, CBD Belapur Navi Mumbai Thane MH 400614 IN**