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

HOC/BSE/2022/08/30

30/08/2022

BSE Ltd.,
24th Floor, DCS- CRD,
Pheroze Jeejeebhoy Towers, Mumbai- 400021

Dear Sir,

Sub: Notice of 61st Annual General Meeting (AGM) of the Company for the FY 2021-22 and Intimation of the Book Closure Date for the 61st AGM.

Ref 1: Regulation 30, 34 & 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODRR 2015]

Ref 2: HOCL Equity Shares – Scrip Code – 500449.

In Compliance with Regulation 30 & 34 of SEBI (Listing Regulation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 61st Annual General Meeting of the Company viz. Hindustan Organic Chemicals Limited to be held on **Thursday, the 29th September, 2022 at 02:00 p.m.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the Ordinary and Special Businesses as appended in the 61st AGM Notice. The AGM notice is being sent electronically to all the members of the company whose email addresses are registered with the company/Registrar and Share Transfer Agent (RTA) of the company. The AGM notice is also available on the website of company at www.hoclindia.com and also on the website of CDSL at www.evotingindia.com

Further, in Compliance with Regulation 42 of LODR Regulations, intimation is also hereby given that, the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the 23rd September, 2022 to Thursday, the 29th September, 2022** (both days inclusive) for the purpose of 61st Annual General Meeting of the Company (HOCL). The record date/cutoff date for the purpose of remote e-voting will be **Thursday, 22nd September, 2022.**

The remote e-voting period commences on **Monday, 26th September, 2022 from 09:00 am onwards (IST) and ends on Wednesday, 28th September, 2022 at 05:00 pm (IST).** The details of casting vote through remote e-voting and attending the AGM through VC/OAVM are set out in the Notice of AGM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e as on Thursday, 22nd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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

Kindly take the above information on records and same is being disseminated on the website of the Company (HOCL) in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Thanking you.

Yours truly,
For Hindustan Organic Chemicals Ltd.,

Subramonian H
Company Secretary & Compliance Officer
Encl: 61st AGM Notice



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 – 400614**

NOTICE

Notice is hereby given that the 61st Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 29th September, 2022 at 02:00 pm through Video Conferencing ("VC")/ other Audio-Visual Means ("OAVM") to transact the following Businesses:

ORDINARY BUSINESS:

1. To consider and to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as on 31st March, 2022, the Profit & Loss Account for the year ended on that date, Cash Flow Statement, Schedules and Notes to Accounts attached thereto, together with the Director's Report and the Auditor's Report along with the Report of the Comptroller & Auditor General of India.
2. To reappoint as per GOI Order, the Government Nominee Director, Shri Satendra Singh, Additional Secretary & Financial Advisor, who retires at the AGM and being eligible offers himself for re-appointment.
3. To authorize Board of Directors to fix remuneration to be paid as statutory audit fees to the statutory auditors as and when appointed by the Comptroller & Auditor General of India [C&AG] for the FY 2022-23 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution

RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration to the Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the financial year 2022-23."

SPECIAL BUSINESS:

4. Appointment of Cost Auditor for the year 2022-23

To consider and approve the appointment of M/s. R.M. Bansal & Co, Cost Accountants, Kanpur having branch office at Tc 49/620(2) SafnamMrwa 61-A, Malliyidom, Thiruvananthapuram-695009. Kerala (Firm Registration No. 000022) as Cost Auditors of the Company for the FY 2022-23 and ratify the remuneration payable to M/s. R.M. Bansal as Cost Auditor fees for the Financial Year 2022-23 for the audit of Cost Accounts and 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 and Records of the Company and to issue Compliance Certificate/s thereof and to give Cost Audit Report for the year 2022-23 and for assisting in & e-filing of Cost Audit reports related XBRL e-forms in respect of Kochi Unit Products of the company for the Financial Year ending 31st March, 2023 to M/s. R.M. Bansal & Co (Firm Registration No. 000022), the Cost Auditors of the Company for the FY 2022-23."

5. Appointment of Shri Kanishk Kant Srivastava (DIN 09699641) as Government Nominee Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as an special Resolution:

RESOLVED THAT pursuant to the provisions Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof and applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Kanishk Kant Srivastava [DIN 09699641] who was appointed by President of India vide Ministry of Chemicals & Fertilizers Order No.P-51011/6/2011-Chemical – III/ CPC dated 30th March, 2022, as Government Nominee Director on the Board of Directors of Hindustan Organic Chemicals Limited for a period of three (3) years with effect from 30th March, 2022 or until further whichever is earlier be and is hereby appointed as Government Nominee Director of the Company on terms and conditions fixed by Government of India and he shall be liable to retire by rotation."

6. Appointment of Dr Bharat J Kanabar (DIN 09466694) as Non-Official Part-time Independent Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof and applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Bharat J Kanabar, [DIN 09466694] who was appointed by President of India vide Ministry of Chemicals & Fertilizers Order No.P-53013/8/2019-CHEM.III-CPC dated 24th December, 2021, as a Part-time Non-official (Independent) Director on the Board of Directors of Hindustan Organic Chemicals Limited for a period of three (3) years with effect from the date of notification of appointment order or until further orders be and is hereby appointed as Non-official Independent Director with effect 24th December, 2021 on the Board of the Company for a period of three (3) years or till further orders from the Government of India and he shall be not liable to retire by rotation."

7. Appointment of Shri Pratyush Mandal (DIN 09461918) as Non-Official Part-time Independent Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as a Special Resolution:

RESOLVED THAT pursuant to the provisions Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof and applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Pratyush Mandal, [DIN 09461918] who was appointed by President of India vide Ministry of Chemicals & Fertilizers Order No.P-53013/8/2019-CHEM.III-CPC dated 24th December, 2021, as a Part-time Non-official (Independent) Director on the Board of Directors of Hindustan Organic Chemicals Limited for a period of three (3) years with effect from the date of notification of appointment order or until further orders be and is hereby appointed as Non-official Independent Director with effect 24th December, 2021 on the Board of the Company for a period of three (3) years or till further orders from the Government of India and he shall be not liable to retire by rotation."

8. Shifting of Registered Office from Maharashtra to Kerala

To consider and, if thought fit, to pass with or without modification the following resolution as **Special Resolution:**

RESOLVED THAT, pursuant to the provisions of Section 12, 13 and such other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof) and any other applicable provisions of the Companies Act, 2013 and subject to Confirmation/Approval of the Regional Director, the consent of members be and is hereby accorded for shifting the registered office of the company from V Times Square, Office No.401, 402 and 403, 4th Floor, Plot No.3, Sector-15, CBD Belapur, Navi Mumbai – 400614 in the state of Maharashtra to HOCL Kochi Unit, Ambalamugal PO, Ernakulam district - 682302 in the state of Kerala."

RESOLVED FURTHER THAT consequent to this change, clause 2 of the Memorandum of Association of the Company be substituted by the following:-

Clause 2: The Registered Office of the Company will be situated in the State of Kerala."

RESOLVED FURTHER THAT pursuant to the provisions of Section 88, 92, 94 and such other applicable provisions of the Companies Act, 2013 (including any amendments thereto or re-enactments thereof read with relevant Rules, the consent of members be and is hereby accorded to maintain & keep the Company's Common Seal, other records, various Statutory Registers and Books of Accounts, copies of returns, register of members and other registers/ records etc. at HOCL Kochi unit, Ambalamugal PO, in the District of Ernakulam - 682302 in the state of Kerala."

RESOLVED FURTHER THAT Company Secretary or any one Director of the Company or a Practicing Company Secretary be and are hereby jointly or severally authorized to appear, represent, make such statements, furnish such information and do such things including but not limited to filing e-forms with the concerned Registrar of the Companies, as may be required, on behalf of the Company before the Regional Director, Ministry of Corporate Affairs, Government of India, Registrar of Companies and any other Government Authority in the matter of the petition to be filed by the Company for Shifting of Registered Office and proposed alteration of the Situation Clause of the Memorandum of Association.

**By Order
of the Board of
Hindustan Organic Chemicals Ltd.
Sd/-
Subramonian H.
Company Secretary
[ACS 28380]**

Place: CBD Belapur

Date: 30.08.2022

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 General Circular No.2/2022 dated 5th May, 2022 read with the General Circular No.20/2020 dated 5th May, 2020, General Circular No.02/2021 dated 13th January, 2021, General Circular No.19/2021 dated 8th December, 2021, and 21/2021 dated 14th December, 2021 (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 LODRR"), SEBI circulars and MCA Circulars, the 61st AGM of the Company 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 AGM through VC/OAVM is forming part of this Notice. The proceedings of the AGM will be deemed to be conducted at the registered office of the Company
2. Pursuant to the provisions of the Companies Act, 2013, 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/SEBI 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/OAVM 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 to: cs@hoclindia.com
5. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business are appended to this notice.
6. Pursuant to Section 139 (5) of the Companies Act, 2013, the Auditors of the Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). As per Section 142 of the Companies Act, 2013, the remuneration to the Auditors shall be fixed by the company in the AGM or in such manner as the company in general meeting may determine. The Statutory Auditors of the Company for the year 2022-23 is yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration to the Statutory Auditors for the year 2022-23.

7. Shareholders may also note that Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agents [RTA] of the company have shifted their Corporate Office/ Operational Head Office to a new address as follows: Bigshare Services Pvt. Ltd. Office No.S-6, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093.

Members can also correspond with the RTA at their email id: investor@bigshareonline.com and vinod.y@bigshareonline.com

Company is sharing below mentioned important information along with this 61st AGM Notice.

Important Informations:

- 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 Notification dated June 08, 2018 read with notification dated January 24, 2022 any request for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in dematerialized form with a depository. Hence, shareholders holding shares in physical form, are advised to dematerialize their shares.
- III. SEBI circulars Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 had mandated the submission of PAN, KYC and nomination details by members holding shares in physical form by 31st March, 2023. For submitting the information, Members may access relevant forms at <https://www.hoclindia.com/disclosures>
- IV. Members who hold physical shares may provide updated bank details by submitting hard copy of duly signed Form – ISR 1 along with relevant documents mentioned therein to RTA. The said form is available at <https://www.hoclindia.com/disclosures>
- V. Members who are holding shares in physical form and have not yet registered their nomination are requested to submit Form – SH 13 for registering their nomination, Form – SH 14 for making changes to their nomination details, Form – ISR 2 for updating the signature of member and Form – ISR 3 to opt out of nomination along with the relevant documents to RTA. The relevant forms are available at <https://www.hoclindia.com/disclosures>
- VI. As per SEBI circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated 25th May, 2022 the listed companies with immediate effect shall issue the securities only in Demat mode while processing various investor request pertaining to issuance of duplicate share certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of share certificate etc. Therefore, members are requested to submit hard copy of duly signed Form – ISR 4 along with the relevant documents to RTA. The relevant form is available at <https://www.hoclindia.com/disclosures>
- VII. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th may, 2022 has simplified and standardized procedure for transmission of shares. Therefore, members are requested to make service request for transmission of shares by submitting hard copy of the duly signed Form – ISR 5 along with relevant documents to RTA. The relevant form is available at <https://www.hoclindia.com/disclosures>
8. Shareholders are requested to intimate immediately as and when there is any change in their addresses registered with the Company, their PAN, KYC details to the RTAs.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the 23rd September, 2022 to Thursday, the 29th September, 2022 (both days inclusive)**
10. 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 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice, if any, will be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the date of 61st AGM i.e. 29-09-2022. Members seeking to inspect such documents can send an email to cs@hoclindia.com

11. 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 ("SEBI LODRR") 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 address is provided in the instructions for e-voting section which forms part of this notice. Board of Directors has appointed M/s. D.S. Momaya & Co LLP (FRN No. L2022MH012300), Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
12. The e-voting commences on **Monday, 26th September, 2022 from 09:00 am onwards (IST) and ends on Wednesday, 28th September, 2022 from 05:00 pm (IST)**. During this period, members holding shares either in physical or dematerialized form, as on cut-off date (record date) i.e. as on **22nd September, 2022** may cast their votes electronically. The e-voting module will be disabled by the 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. **22nd September, 2022**.
13. 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 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.
14. The cutoff date for sending 61st AGM notice & Annual report is on **26th August, 2022**. 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 may obtain the login ID and password by sending a request at vinod.y@bigshareonline.com. However, if he/ she is already registered with the CDSL for remote e-voting then he/ she can use his/ her existing user ID and password for casting the vote.
15. In compliance with the MCA/SEBI Circulars, the 61st Annual Report 2021-22, the Notice of the 61st 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 i.e. **26th August, 2022**. Physical copy of the AGM notice along with the Annual Report 2021-22 shall be sent to those members who request for the same.
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's 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 to receive the copies of the Annual report 2021-22 and other communications from the company in electronic mode.
17. Members may also note that the Notice of the 61st AGM and the Annual Report 2021-22 will also be available on the Company's Website www.hocindia.com, website of the Stock exchange, i.e. BSE Limited, at www.bseindia.com; and on the website of the CDSL at www.evoting.com;
18. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, 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 the 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.
19. 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 participants (s). Members holding shares in physical form are required to submit their PAN details to the RTA i.e. Bigshare Services Private Limited.
20. Since the AGM will be held through VC/OAVM, Proxy form, Attendance Slip and the Route Map are not annexed to this Notice.

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

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 general circulars issued by the Ministry of Corporate Affairs (MCA) No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and 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 AGM will be provided by CDSL.
3. The Members can join the 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 AGM through VC/OAVM will be made available to atleast 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM 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 General Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.hocindia.com/announcements>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Instructions for remote e-voting

- (i) The remote e-voting voting period begins on **26th September, 2022 at 09:00 am (IST) and ends on 28th September, 2022 at 05:00 pm (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September, 2022** 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI circular, Login method for e-voting and joining virtual meetings for individual shareholders holding securities in Demat mode is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/mveasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the CDSL e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/mveasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdEasDirectReq.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders**.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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) <ul style="list-style-type: none"> • Shareholders 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. <ul style="list-style-type: none"> • 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 (3).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 and to the Company at the email address viz; cs@hoclindia.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 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 **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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E MAIL 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**.

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 or contact at toll free no. 1800 22 55 33.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

**By Order of the Board of
Hindustan Organic Chemicals Ltd.
Sd/-
Subramonian H.
Company Secretary [ACS 28380]**

**Place: CBD Belapur
Date: 30.08.2022
Registered Office:
401, 402, 403, 4th Floor, V Times Square, Plot No.3
Sector 15, CBD Belapur, Navi Mumbai – 400614**

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE:

Particulars	Shri Satendra Singh
DIN	05195060
Date of Birth	28/08/1971
Age	51
Date of appointment	21/12/2021
Relationship with Directors/KMP	No
Shareholding in the Company	No
Qualifications	B.E, M.A (Public Policy), IAS (1995 batch) Jharkhand Cadre
Expertise in specific functional area	Shri Satendra Singh belongs to 1995 batch of Indian Administrative Services (IAS) from Jharkhand Cadre. He is currently working as Additional Secretary and Financial Advisor in the Ministry of Chemicals and Fertilizers, Government of India, New Delhi. Shri Satendra Singh has done B.E in Electronics from University of Roorkee. He has Master's Degree in Public Policy from Duke University, USA. He has participated in various short term courses at the National and International Levels.
Number of shares held in the company as on March 31, 2022	Nil
List of directorship in other Companies	Rashtriya Chemicals and Fertilizers Limited
Chairman/ Member of the committee of Directors of other companies in which he is a Director as on March 31, 2022	Nil
Number of Board meeting attended during the year 2021-22	Two (2)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No 4: Appointment of Cost Auditors for the year 2022-23

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 above Section.

The Board of Directors of the Company approved the appointment of M/s. R.M. Bansal & Co, Cost Accountants (Firm Registration No. 000022) as Cost Auditors of the Company to conduct cost audit of cost records maintained by the company for the FY 2022-23 at a total fees of Rs. 50,000/- plus GST and to issue of Compliance Certificate/s thereof and to give Cost Audit Report for the year 2022-23 and for assisting in & e-filing of Cost Audit reports related XBRL e-forms in respect of Kochi Unit Products for the FY 2022-23.

M/s. R.M. Bansal & Co, Cost Accountant have furnished certificates regarding their eligibility for appointment as Cost Auditor of the Company. In accordance with the provisions of Section 148 of the Act, read with the Rules, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company. Accordingly, consent of the Members is sought for the said purpose.

The Board of Directors recommend the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 5: Appointment of Shri Kanishk Kant Srivastava (DIN 09699641) as Government Nominee Director

As per the Articles of Association of the Company, power to appoint Directors vest with the President of India, through the Administrative Ministry. Accordingly, Ministry of Chemicals & Fertilizers, Department of Chemicals & Petrochemicals, Government of India vide Order No.P-51011/6/2011-Chemical-III-CPC dated 30th March, 2022 appointed Shri Kanishk Kant Srivastava as Government Nominee Director on the Board of Hindustan Organic Chemicals Limited (HOCL) for a period

of three (3) years with effect from 30th March, 2022 or until further orders whichever is earlier.

The Company has received all statutory disclosures/declarations from Shri Kanishk Kant Srivastava as required under the provisions of Companies Act, 2013. The Board of Director in their meeting held on 26th May, 2022 noted the Government Order appointing Shri Kanishk Kant Srivastava as Government Nominee Director on the Board of HOCL for a period of three (3) years with effect from 30th March, 2022.

As per Articles of Association, though the power to appoint Directors of HOCL vest with Government of India, as per the provisions of Section 152(2) of the Companies Act, 2013, every director shall be appointed by the company in general meeting. Hence, the Board recommends the resolution set forth in Item No.5 for the approval of members by way of Special resolution.

No director, key managerial personnel or their relatives except Shri Kanish Kant Srivastava, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no.5.

Profile of Shri Kanishk Kant Srivastava

DIN	09699641
Date of Birth	14/11/1980
Date of appointment	30.03.2022
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	Nil
Expertise in specific functional area	Possessing experience in Government Services
Number of shares held in the company as on March 31, 2022	Nil
List of directorship in other Listed Companies	Nil
Chairman/ Member of the committee of Directors of other companies in which he is a Director as on March 31, 2022	Nil
Number of Board meeting attended during the year 2021-22	NA

Item No. 6 of the Notice: Appointment of Dr Bharat J Kanabar (DIN 09466694) as Non-Official Part-time Independent Director

As per the Articles of Association of the Company, power to appoint Directors vest with the President of India, through the Administrative Ministry. Accordingly, Ministry of Chemicals & Fertilizers, Department of Chemicals & Petrochemicals, Government of India vide Order No.P-53013/8/2019-CHEM.III-CPC dated 24th December, 2021 appointed Dr Bharat J Kanabar as part time Non-Official Director on the Board of Hindustan Organic Chemicals Limited (HOCL) for a period of three (3) years with effect from the date of notification of the appointment order or until further orders. Dr Bharat J Kanabar fulfills the requirement of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI LODRR.

The Company has received all statutory disclosures/declarations from Dr Bharat J Kanabar as required under the provisions of Companies Act, 2013. The Board of Directors has considered that Dr Bharat J Kanabar possesses diverse skills, leadership capabilities, expertise in various management related aspects, experience in medical field as being key requirements to this role.

Considering the above, Board of Director in their meeting held on 28th January, 2022 noted the Government Order appointing Dr Bharat J Kanabar as part time Non-Official Director on the Board of HOCL for a period of three (3) years with effect from 24th December, 2021 or until further order from Government of India. As per the provisions of the Section 149(13) of the Companies Act, 2013, Independent Director is not liable to retire by rotation. Accordingly, Dr Bharat J Kanabar is not liable to retire by rotation for a period of three (3) years with effect from 24th December, 2021 or until further orders of Government.

As per Articles of Association, though the power to appoint Directors of HOCL vest with Government of India, as per the provisions of Section 152(2) of the Companies Act, 2013, every director shall be appointed by the company in general meeting. Hence, the Board recommends the resolution set forth in Item No.6 for the approval of members by way of special resolution.

No director, key managerial personnel or their relatives except Dr Bharat J Kanabar, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no.6.

Profile of Dr Bharat J Kanabar

DIN	09466694
Date of Birth	06/07/1955
Date of appointment	24.12.2021
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	Nil
Expertise in specific functional area	Possessing experience as Medical professional
Number of shares held in the company as on March 31, 2022	Nil
List of directorship in other Listed Companies	Independent Directors in Hindustan Fluorocarbons Limited
Chairman/ Member of the committee of Directors of other companies in which he is a Director as on March 31, 2022	Three (3) committees
Number of Board meeting attended during the year 2021-22	Three (3)

Item No. 7: Appointment of Shri Pratyush Mandal (DIN 09461918) as Non-Official Part-time Independent Director

As per the Articles of Association of the Company, power to appoint Directors vest with the President, through the Administrative Ministry. Accordingly, Ministry of Chemicals & Fertilizers, Department of Chemicals & Petrochemicals, Government of India vide Order No.P-53013/8/2019-CHEM.III-CPC dated 24th December, 2021 appointed Shri Pratyush Mandal as part time Non-Official Director on the Board of Hindustan Organic Chemicals Limited (HOCL) for a period of three (3) years with effect from the date of notification of the appointment order or until further orders. Shri Pratyush Mandal fulfills the requirement of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI LODRR.

The Company has received all statutory disclosures/declarations from Shri Pratyush Mandal as required under the provisions of Companies Act, 2013. The Board of Directors has considered that Shri Pratyush Mandal possesses diverse skills, leadership capabilities, expertise in management related aspects, and experience in social service related aspects as being key requirements to this role.

Considering the above, Board of Director in their meeting held on 28th January, 2022 noted the Government Order appointing Shri Pratyush Mandal as part time Non-Official Director on the Board of HOCL for a period of three (3) years with effect from 24th December, 2021 or until further order of Government of India. As per the provisions of the Section 149(13) of the Companies Act, 2013, Independent Director is not liable to retire by rotation. Accordingly, Shri Pratyush Mandal is not liable to retire by rotation for a period of three (3) years with effect from 24th December, 2021 or until further order of Government.

As per Articles of Association, though the power to appoint Directors of HOCL vest with Government of India, as per the provisions of Section 152(2) of the Companies Act, 2013, every director shall be appointed by the company in general meeting. Hence, the Board recommends the resolution set forth in Item No.7 for the approval of members by way of special resolution.

No director, key managerial personnel or their relatives except Shri Pratyush Mandal, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no.7.

Profile of Shri Pratyush Mandal

DIN	09461918
Date of Birth	05/07/1979
Date of appointment	24.12.2021
Relationship with Directors/KMP	No
Shareholding in the Company	No
Remuneration proposed to be paid	Nil
Expertise in specific functional area	Possessing experience in social service for betterment and development of weaker, youth, women and backward section of the society.
Number of shares held in the company as on March 31, 2022	Nil
List of directorship in other Listed Companies	Nil
Chairman/ Member of the committee of Directors of other companies in which he is a Director as on March 31, 2022	Nil
Number of Board meeting attended during the year 2021-22	Three (3)

Item No 8: Shifting of Registered Office from Maharashtra to Kerala

The Govt. of India approved a restructuring plan for the Company on 25th May, 2017. As per the approved restructuring plan and with the prior approval of the shareholders of the company, operation of the Rasayani Unit was closed, employees were given VRS and sale of movable assets have been completed. However, the sale of the land is partially completed due to protest from Villagers / farmers who have been cultivating in vacant land. In view of this, after obtaining the approval for shifting the registered office, the land sale related matters will be taken cared by the company before the actual shifting of registered office to Kerala.

The Board of Directors of the company at the meeting held on 26th May, 2022 had given approval for Shifting Registered Office of the Company from CBD, Belapur, Navi-Mumbai, Maharashtra to Kochi, Kerala, subject to the approval of Shareholders and final approval from the Administrative Ministry and other regulatory authorities.

The Rationale for shifting of registered office from Mumbai to Kochi is provided below:-

- Kochi is one and only unit of HOCL functioning now. Top management will have a direct supervision and control over the affairs of the manufacturing unit, especially in the view of the fact that senior officers of Kochi Unit have retired/ retiring soon.
- Savings on the rent of Corporate Office building - Huge rent is paid for maintaining the office at Mumbai, whereas sufficient office space and facilities are available in Kochi to accommodate the office of the directors.
- Savings on the wage bill- HRA at Kochi is less by 10% than that of Mumbai. There will be savings on HRA.
- Better utilization of manpower- By clubbing the manpower of Corporate Office and Kochi Unit together at one location better utilization of manpower can be ensured. The staff deployed for land sale matters etc. can completely concentrate on the same.
- Savings on the travelling expenses of top management and senior officers for the visit to the plant and vice versa.
- More efficient administration with faster communication and also quick on the spot decisions due to the availability of decision makers at the manufacturing location itself.

Further, as per provisions of Section 12, 13 and such other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable rules a Special Resolution is required to be passed if the registered office of the company is shifted outside the local limits of a city, town or village where office is situated at the time of commencement of the Act and consequent Alteration of Memorandum of Association of a company.

Consequent to the proposed change, Clause 2 of the Memorandum of Association of the Company is proposed to be substituted as given below:-

“Clause 2: The Registered Office of the Company will be situated in the State of Kerala, Kochi.”

Further, confirmation/approval from the Regional Director is also required if the registered office of the company is changed from jurisdiction of one Registrar to another Registrar.

As required under the provisions of the Companies Act, approval of Members is sought for shifting the registered office of the company from CBD Belapur, Navi Mumbai, Maharashtra to Kochi, Kerala and for alteration of the Memorandum of Association of the company.

The Board therefore recommends the Special Resolution set forth in Item No.8 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**By Order of the Board of
Hindustan Organic Chemicals Ltd.
Sd/
Subramonian H.
Company Secretary
[ACS 28380]**

**Place: CBD Belapur
Date: 30.08.2022
Registered Office:
401, 402, 403, 4th Floor, V Times Square, Plot No.3
Sector 15, CBD Belapur, Navi Mumbai – 400614**