

<b>General information about company</b>	
Scrip code	500449
NSE Symbol	N.A.
MSEI Symbol	N.A.
ISIN	INE048A01011
Name of the entity	Hindustan Organic Chemicals Ltd.
Date of start of financial year	01-04-2020
Date of end of financial year	30-03-2021
Reporting Quarter	Quarterly
Date of Report	31-12-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Textual Information(1)				
Whether the listed entity has a Regular Chairperson											Yes				
Whether Chairperson is related to MD or CEO											Yes				
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
AARPB2680A	05323535	Executive Director	Chairperson	CEO	24-07-1961	NA		05-10-2016			2	0	2	0	
AAGPB0820R	08554234	Executive Director	Not Applicable		06-07-1961	NA		07-08-2019			2	0	2	0	
AAKPT4240R	03502306	Non-Executive - Nominee Director	Not Applicable		06-09-1965	NA		26-01-2019	28-09-2020		3	0	2	2	
ACPPB5111N	01664091	Non-Executive - Nominee Director	Not Applicable		06-03-1962	NA		29-09-2016	26-09-2019		2	0	0	0	

Textual Information(1)	<p>1.</p> <p>The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Director constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LO</p> <p>2.</p> <p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 20</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>=====</p> <p>Item No. 388/4 Sub.: Reg. Inadequate composition of the Board and consequent noncompliance of the relevant provisions of the Companies Act, 2013 and CMD briefed the Board on the present position about the non-existence of (any) Independent directors on the Companys Board as put up in the agenda. Du authorities in this regard.</p> <p>In this context CMD also informed that, as per Companies Act and LODRRs provisions and Articles of Association of HOCL &amp; HFL (subsidiary company According, Board considered the present composition of the Board and recommend to the Administrative Ministry for appointment of 4 Independent Direc</p> <p>Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again</p> <p>// Certified True Copy//</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary.</p> <p>3.</p> <p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 20</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>=====</p> <p>Item No. 388/4 Sub.: Reg. Inadequate composition of the Board and consequent noncompliance of the relevant provisions of the Companies Act, 2013 and CMD briefed the Board on the present position about the non-existence of (any) Independent directors on the Companys Board as put up in the agenda. Du authorities in this regard.</p> <p>In this context CMD also informed that, as per Companies Act and LODRRs provisions and Articles of Association of HOCL &amp; HFL (subsidiary company According, Board considered the present composition of the Board and recommend to the Administrative Ministry for appointment of 4 Independent Direc</p> <p>Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again</p> <p>// Certified True Copy//</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary.</p>
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<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Textual Information(1)	<p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 20/06/2020</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <hr/> <p>Item No. 388/4 Sub.: Reg. Inadequate composition of the Board and consequent noncompliance of the relevant provisions of the Companies Act, 2013 and CMD briefed the Board on the present position about the non-existence of (any) Independent directors on the Companys Board as put up in the agenda. Du authorities in this regard.</p> <p>In this context CMD also informed that, as per Companies Act and LODRRs provisions and Articles of Association of HOCL &amp; HFL (subsidiary company According, Board considered the present composition of the Board and recommend to the Administrative Ministry for appointment of 4 Independent Direc</p> <p>Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again</p> <p>// Certified True Copy//</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary.</p> <hr/>
	<p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th /06/2020</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conference.</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <hr/> <p>Item No. 389/2 Sub:- To consider &amp; to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances u</p> <p>Reg.: Sub-Committee of the Board:</p> <p>At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee cc Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of the appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee c</p> <p>// Certified True Extracts //</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	99999999	zzzzzzzzzz	Non-Executive - Nominee Director	Chairperson	13-08-2020		Textual Information(1)
2	99999999	zzzzzzzzzz	Non-Executive - Nominee Director	Member	13-08-2020		Textual Information(2)

Textual Information(1)	<p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 20/06/2020</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <hr/> <p>Item No. 388/4 Sub.: Reg. Inadequate composition of the Board and consequent noncompliance of the relevant provisions of the Companies Act, 2013 and CMD briefed the Board on the present position about the non-existence of (any) Independent directors on the Companys Board as put up in the agenda. Du authorities in this regard.</p> <p>In this context CMD also informed that, as per Companies Act and LODRRs provisions and Articles of Association of HOCL &amp; HFL (subsidiary company) According, Board considered the present composition of the Board and recommend to the Administrative Ministry for appointment of 4 Independent Direc</p> <p>Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again</p> <p>// Certified True Copy//</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary.</p> <hr/> <p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th /06/2020</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conference.</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <hr/> <p>Item No. 389/2 Sub:- To consider &amp; to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances u</p> <p>Reg.: Sub-Committee of the Board:</p> <p>At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee cc Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of the appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee c</p> <p>// Certified True Extracts //</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary</p>
Textual Information(2)	<p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 20/06/2020</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p>

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Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again

// Certified True Copy//

For Hindustan Organic Chemicals Ltd.

Sd/-

Company Secretary.

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Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th ,

Present:

1. Mr. S.B.Bhide, - CMD - Chairman of the Board
2. Mr. C.P.Bhatia, - DF - Director (Finance)
3. Mrs. Alka Tiwari, AS&FA - Govt. Nominee Director, through video conference.
4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.

In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company

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Item No. 389/2 Sub:- To consider & to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances u

Reg.: Sub-Committee of the Board:

At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee cc Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of the appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee c

// Certified True Extracts //

For Hindustan Organic Chemicals Ltd.

Sd/-

Company Secretary



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05323535	S. B. Bhide	Executive Director	Member	05-10-2016		Textual Information(1)
2	08554234	C.P.Bhatia	Executive Director	Member	09-08-2019	05-11-2020	Textual Information(2)



1) The President/ Government of India, Ministry of Chemicals and Fertilizers, Department of Chemicals & Petrochemicals, vide Order dated 02-11-2020 has conveyed approval for the premature termination of the tenure of Shri Chander Prakash Bhatia, Director (Finance), HOCL, on his personal request, with effect from 05-11-2020 (A/N) [i.e. the date of completion of the three months notice period i.e. on 05-11-2020, A/N, and his consequent repatriation to REC Limited within the lien period]. Accordingly, in terms of the Govt. Order, the tenure as Director Finance, (and as CFO) HOCL of Shri Chander Prakash Bhatia (Shri C.P.Bhatia) was ended on 05-11-2020 (yesterday) and he has been relieved as Director (Finance) HOCL, on 05-11-2020, A/N.

Enclosed is the copy of the above referred Govt. Order dated 02-11-2020 for records.

1) Further, considering the Govt. Order regarding the premature termination of the tenure of Mr. C.P.Bhatia as Director (Finance), HOCL (also as CFO of HOCL), the Board of Directors (at their Meeting held on 29-10-2020) have approved the appointment of Mr. P.O.Luise, GM(Fin.), HOCL as Chief Financial Officer (CFO) of the Company (HOCL) w.e.f. 6th November, 2020 and till further orders.

The above mentioned changes in the Board /Management are being e-filed with the Exchange/BSE E-Filing portal and are being disseminated on the website of the Company {HOCL} in compliance with the LODRRs./Listing Regulations with the BSE.

Submitted for information and for records of the Exchange.

Thanking you,

Yours faithfully,

For Hindustan Organic Chemicals Ltd.,

(Mrs. Susheela S. Kulkarni)

Company Secretary

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05323535	S. B. Bhide	Executive Director	Member	13-02-2019		Textual Information(1)
2	08554234	C.P.Bhatia	Executive Director	Member	09-08-2019	05-11-2020	Textual Information(2)



(A/N) [i.e. the date of completion of the three months notice period i.e. on 05-11-2020, A/N, and his consequent repatriation to REC Limited within the lien period]. Accordingly, in terms of the Govt. Order, the tenure as Director Finance, (and as CFO) HOCL of Shri Chander Prakash Bhatia (Shri C.P.Bhatia) was ended on 05-11-2020 (yesterday) and he has been relieved as Director (Finance) HOCL, on 05-11-2020, A/N.

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Thanking you,

Yours faithfully,

For Hindustan Organic Chemicals Ltd.,

(Mrs. Susheela S. Kulkarni)

Company Secretary

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	05323535	S. B. Bhide	Executive Director	Member	05-10-2016		Textual Information(1)
2	08554234	C.P.Bhatia	Executive Director	Member	09-08-2019	05-11-2020	Textual Information(2)





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Yours faithfully,

For Hindustan Organic Chemicals Ltd.,

(Mrs. Susheela S. Kulkarni)

Company Secretary

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
2	03502306	Alka Tiwari	Sub- Committee of the Board	Non-Executive - Nominee Director	Chairperson	Textual Information(1)
3	01664091	Samir Kumar Biswas	Sub- Committee of the Board	Non-Executive - Nominee Director	Member	Textual Information(2)
4	05323535	S. B. Bhide	Share Transfer Committee U/Regn.40	Executive Director	Chairperson	Textual Information(3)
5	08554234	Mr. C.P.Bhatia	Share Transfer Committee U/Regn.40	Executive Director	Member	Textual Information(4)
6	99999999	Mrs. Susheela S. Kulkarni	Share Transfer Committee U/Regn.40	Member	Member	Textual Information(5)

<b>Other Committee Text Block</b>	
Textual Information(1)	<p>1. The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of the term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>2.</p> <p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th August, 2020 at 11:00 am at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conference.</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>Item No. 389/2 Sub:- To consider &amp; to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances under SEBIs LODRRS:-</p> <p>Reg.: Sub-Committee of the Board:</p> <p>At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee composition should be comprised of Independent Directors including Chairperson of the Audit Committee having financial knowledge. Presently, in the Company, subsequent to the end of the tenure of the 2 independent directors on 20-02-2020, though the existing Audit Committee, is having 2 non-Independent Directors (viz. 2 Govt. Nominee Directors) as its Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of these, due to the absence of the independent directors, the said Audit Committee at present is not properly constituted as per the provisions laid down under Section 177 of the Companies Act, 2013 and Regn.18 of the LODRRs and to reflect the true and fair compliance of the Corporate Governance norms thereunder. Therefore, Board expressed that it would not be appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee of the Board comprising Mrs. Alka Tiwari &amp; Mr. Samir Kumar Biswas as its members and for the time being. Further all other existing terms of references would prevail and continue.</p> <p>// Certified True Extracts //</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p style="text-align: center;">Sd/-</p> <p>Company Secretary</p>
Textual Information(2)	<p>The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of the term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>2.</p> <p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th August, 2020 at 11:00 am at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conference.</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>Item No. 389/2 Sub:- To consider &amp; to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances under SEBIs LODRRS:-</p> <p>Reg.: Sub-Committee of the Board:</p> <p>At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee composition should be comprised of Independent Directors including Chairperson of the Audit Committee having financial knowledge. Presently, in the</p>

	<p>Company, subsequent to the end of the tenure of the 2 independent directors on 20-02-2020, though the existing Audit Committee, is having 2 non-Independent Directors (viz. 2 Govt. Nominee Directors) as its Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of these, due to the absence of the independent directors, the said Audit Committee at present is not properly constituted as per the provisions laid down under Section 177 of the Companies Act, 2013 and Regn.18 of the LODRRs and to reflect the true and fair compliance of the Corporate Governance norms thereunder. Therefore, Board expressed that it would not be appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee of the Board comprising Mrs. Alka Tiwari &amp; Mr. Samir Kumar Biswas as its members and for the time being. Further all other existing terms of references would prevail and continue.</p> <p>// Certified True Extracts //</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary</p>
Textual Information(3)	<p>1. The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of the term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>2. Note:</p> <p>As submitted to BSE Reg. Composition of Shares Transfers/Grievances Committee :</p> <p>The Stakeholders Relationship Committee at present comprises only 2 Members viz. Mr. S.B.Bhide, CMD, HOCL an Executive Director -as Chairman of the Committee and Mrs. Susheela S. Kulkarni, [PAN- AGYPK9880E, FCS5145] Company Secretary, HOCL as Member of the Committee. [in view of the existence of at present only one Functional Director [viz. Mr. S.B.Bhide, CMD, HOCL] on our Companys [HOCL] Board and due to their preoccupations and busy schedules due to their various business commitments, the availability of the other Board Members [viz. Government Nominee Directors &amp; Independent Directors] is doubtful when required [for holding the said Stakeholders Relationship Committee] on receipt of requisitions from the Co.'s RTAs, in order to attend to the timely/frequent shares transfers, deletions / transmissions requisitions [as per SEBI guidelines], the present composition of the said Committee comprised of 2 Members Committee.</p>
Textual Information(4)	<p>1. The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of the term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>2.</p> <p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th August, 2020 at 11:00 am at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conference.</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>Item No. 389/2 Sub:- To consider &amp; to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances under SEBIs LODRRS:-</p> <p>Reg.: Sub-Committee of the Board:</p> <p>At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee composition should be comprised of Independent Directors including Chairperson of the Audit Committee having financial knowledge. Presently, in the Company, subsequent to the end of the tenure of the 2 independent directors on 20-02-2020, though the existing Audit Committee, is having 2 non-Independent Directors (viz. 2 Govt. Nominee Directors) as its Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of these, due to the absence of the independent</p>

	<p>directors, the said Audit Committee at present is not properly constituted as per the provisions laid down under Section 177 of the Companies Act, 2013 and Regn.18 of the LODRRs and to reflect the true and fair compliance of the Corporate Governance norms thereunder. Therefore, Board expressed that it would not be appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee of the Board comprising Mrs. Alka Tiwari &amp; Mr. Samir Kumar Biswas as its members and for the time being. Further all other existing terms of references would prevail and continue.</p> <p>// Certified True Extracts //</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary</p>
Textual Information(5)	<p>1. The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of the term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>2.</p> <p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th August, 2020 at 11:00 am at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conference.</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>Item No. 389/2 Sub:- To consider &amp; to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances under SEBIs LODRRS:-</p> <p>Reg.: Sub-Committee of the Board:</p> <p>At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee composition should be comprised of Independent Directors including Chairperson of the Audit Committee having financial knowledge. Presently, in the Company, subsequent to the end of the tenure of the 2 independent directors on 20-02-2020, though the existing Audit Committee, is having 2 non-Independent Directors (viz. 2 Govt. Nominee Directors) as its Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of these, due to the absence of the independent directors, the said Audit Committee at present is not properly constituted as per the provisions laid down under Section 177 of the Companies Act, 2013 and Regn.18 of the LODRRs and to reflect the true and fair compliance of the Corporate Governance norms thereunder. Therefore, Board expressed that it would not be appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee of the Board comprising Mrs. Alka Tiwari &amp; Mr. Samir Kumar Biswas as its members and for the time being. Further all other existing terms of references would prevail and continue.</p> <p>// Certified True Extracts //</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary</p>

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	13-08-2020				Yes	4	0
2		29-10-2020	76		Yes	4	0

<b>Text Block</b>	
Textual Information(1)	<p>1.</p> <p>The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of the term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>2.</p> <p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 26th June, 2020 through video conferencing at 12:00 noon onward at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>=====</p> <p>Item No. 388/4 Sub.: Reg. Inadequate composition of the Board and consequent noncompliance of the relevant provisions of the Companies Act, 2013 and applicable Regulations of the LODRRs of SEBI - Necessitating the urgent requirement of appointment of 4 Independent Directors by the Govt.</p> <p>CMD briefed the Board on the present position about the non-existence of (any) Independent directors on the Company's Board as put up in the agenda. During discussions, Shri Biswas, Govt. Nominee Director said that though the ministry has taken necessary actions on its part, due to the ongoing situations, the relevant matters could not be moved further. It was added that same situation existing in many other PSUs/CPSEs also. However, Board recommended to submit once again the requests with the concerned authorities in this regard.</p> <p>In this context CMD also informed that, as per Companies Act and LODRRs provisions and Articles of Association of HOCL &amp; HFL (subsidiary company), HOCL nominee Independent Directors are also nominated on HFL Board. This has enabled HFL to comply with relevant applicable provisions.</p> <p>Accordingly, Board considered the present composition of the Board and recommend to the Administrative Ministry for appointment of 4 Independent Directors on HOCL Board to enable the Company's Board adequately and properly composed/ constituted and also all other committees of the Board, in compliance with the provisions under the Companies Act, 2013 and SEBIs (LODRRs-2015) Listing Regulations and DPE guidelines etc. with respect to Corporate Governance norms.</p> <p>Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again to the administrative ministry for the appointment of 4 independent directors on the Company Board at the earliest.</p> <p>// Certified True Copy//</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary.</p>



Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Stakeholders Relationship Committee	13-08-2020				Yes	2	0
2	Stakeholders Relationship Committee	29-10-2020	76			Yes	2	0
3	Other Committee	13-08-2020		Sub-Committee of the Board		Yes	2	0
4	Other Committee	29-10-2020	76	Sub-Committee of the Board		Yes	2	0

<b>Text Block</b>	
Textual Information(1)	<p>1.</p> <p>The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>2.</p> <p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 26th June, 2020 through video conferencing at 12:00 noon onward at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>=====</p> <p>Item No. 388/4 Sub.: Reg. Inadequate composition of the Board and consequent noncompliance of the relevant provisions of the Companies Act, 2013 and applicable Regulations of the LODRRs of SEBI - Necessitating the urgent requirement of appointment of 4 Independent Directors by the Govt.</p> <p>CMD briefed the Board on the present position about the non-existence of (any) Independent directors on the Company's Board as put up in the agenda. During discussions, Shri Biswas, Govt. Nominee Director said that though the ministry has taken necessary actions on its part, due to the ongoing situations, the relevant matters could not be moved further. It was added that same situation existing in many other PSUs/CPSEs also. However, Board recommended to submit once again the requests with the concerned authorities in this regard.</p> <p>In this context CMD also informed that, as per Companies Act and LODRRs provisions and Articles of Association of HOCL &amp; HFL (subsidiary company), HOCL nominee Independent Directors are also nominated on HFL Board. This has enabled HFL to comply with relevant applicable provisions.</p> <p>Accordingly, Board considered the present composition of the Board and recommend to the Administrative Ministry for appointment of 4 Independent Directors on HOCL Board to enable the Company's Board adequately and properly composed/ constituted and also all other committees of the Board, in compliance with the provisions under the Companies Act, 2013 and SEBI (LODRRs-2015) Listing Regulations and DPE guidelines etc. with respect to Corporate Governance norms.</p> <p>Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again to the administrative ministry for the appointment of 4 independent directors on the Company Board at the earliest.</p> <p>// Certified True Copy//</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary.</p> <p>3.</p> <p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th August, 2020 at 11:00 am at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conference.</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <p>-----</p>

Item No. 389/2 Sub:- To consider & to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances under SEBI's LODRRS:-

Reg.: Sub-Committee of the Board:

At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee composition should be comprised of Independent Directors including Chairperson of the Audit Committee having financial knowledge. Presently, in the Company, subsequent to the end of the tenure of the 2 independent directors on 20-02-2020, though the existing Audit Committee, is having 2 non-Independent Directors (viz. 2 Govt. Nominee Directors) as its Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of these, due to the absence of the independent directors, the said Audit Committee at present is not properly constituted as per the provisions laid down under Section 177 of the Companies Act, 2013 and Regn.18 of the LODRRs and to reflect the true and fair compliance of the Corporate Governance norms thereunder. Therefore, Board expressed that it would not be appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee of the Board comprising Mrs. Alka Tiwari & Mr. Samir Kumar Biswas as its members and for the time being. Further all other existing terms of references would prevail and continue.

// Certified True Extracts //

For Hindustan Organic Chemicals Ltd.

Sd/-

Company Secretary

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Susheela S. Kulkarni
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	<p>1.</p> <p>The Board of Directors of the Company was duly constituted upto 20th February 2020 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The company does not have requisite number of Independent Directors on its Board due to vacancy arising out of end of the term of existing Independent Directors from February 21, 2020 onwards. Consequently, the Audit Committee, Stakeholders Relationship Committee and Nomination and Remunerations Committee are not duly constituted with right mix of Independent Directors in compliance with relevant Regulations of SEBI Listing Obligation and Disclosure Requirements (LODR) Regulations, 2015. Company, being Public Sector Undertaking, such appointment of adequate number of Independent Directors on the Board of the Company is to be done by the Ministry and such Appointment are awaited.</p> <p>1.</p> <p>The tenure of the Independent Director/s ended on 20-02-2020 &amp; thereafter there are no appointment of Independent Directors on the Company's {HOCL} Board by the Central Govt., as, HOCL being a CPSE, as per Company's Articles of Association, the powers to appoint directors on the Board of the Company vest with the Govt./GOI. /Administrative Ministry.</p> <p>2.</p> <p>Certified True Copy of the Resolution passed at the 388th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Friday, 26th June, 2020 through video conferencing at 12:00 noon onward at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> <li>3. Mrs. Alka Tiwari, AS&amp;FA - Govt. Nominee Director, through video conferencing</li> <li>4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director, through video conferencing.</li> </ol> <p>In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company</p> <hr/> <p>Item No. 388/4 Sub.: Reg. Inadequate composition of the Board and consequent noncompliance of the relevant provisions of the Companies Act, 2013 and applicable Regulations of the LODRRs of SEBI - Necessitating the urgent requirement of appointment of 4 Independent Directors by the Govt.</p> <p>CMD briefed the Board on the present position about the non-existence of (any) Independent directors on the Company's Board as put up in the agenda. During discussions, Shri Biswas, Govt. Nominee Director said that though the ministry has taken necessary actions on its part, due to the ongoing situations, the relevant matters could not be moved further. it was added that same situation existing in many other PSUs/CPSEs also. However, Board recommended to submit once again the requests with the concerned authorities in this regard.</p> <p>In this context CMD also informed that, as per Companies Act and LODRRs provisions and Articles of Association of HOCL &amp; HFL (subsidiary company), HOCL nominee Independent Directors are also nominated on HFL Board. This has enabled HFL to comply with relevant applicable provisions.</p> <p>Accordingly, Board considered the present composition of the Board and recommend to the Administrative Ministry for appointment of 4 Independent Directors on HOCL Board to enable the Company's Board adequately and properly composed/ constituted and also all other committees of the Board, in compliance with the provisions under the Companies Act, 2013 and SEBI's (LODRRs-2015) Listing Regulations and DPE guidelines etc. with respect to Corporate Governance norms.</p> <p>Accordingly, Board approved to take up the matter accordingly once again and hence requested CMD to submit the necessary recommendations once again to the administrative ministry for the appointment of 4 independent directors on the Company Board at the earliest.</p> <p>// Certified True Copy//</p> <p>For Hindustan Organic Chemicals Ltd.</p> <p>Sd/-</p> <p>Company Secretary.</p> <p>3.</p> <p>Certified True Extracts of the Minutes of the 389th Board Meeting of the Board of Directors of Hindustan Organic Chemicals Ltd. held on Thursday, 13th August, 2020 at 11:00 am at HOCL Registered &amp; Corporate Office at 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN 400614.</p> <p>Present:</p> <ol style="list-style-type: none"> <li>1. Mr. S.B.Bhide, - CMD - Chairman of the Board</li> <li>2. Mr. C.P.Bhatia, - DF - Director (Finance)</li> </ol>

3. Mrs. Alka Tiwari, AS&FA - Govt. Nominee Director, through video conference.
4. Mr. Samir Kumar Biswas, JS - Govt. Nominee Director.

In Attendance: Mrs. Susheela S. Kulkarni, Company Secretary of the Company

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Item No. 389/2 Sub:- To consider & to approve the Un-Audited financial results for the first quarter ended 30-06-2020(made as per Ind. AS compliances under SEBIs LODRRS:-

Reg.: Sub-Committee of the Board:

At the outset, Board discussed and decided that, lawfully, the audit committee of the Board should be adequately composed of with 2/3 of the committee composition should be comprised of Independent Directors including Chairperson of the Audit Committee having financial knowledge. Presently, in the Company, subsequent to the end of the tenure of the 2 independent directors on 20-02-2020, though the existing Audit Committee, is having 2 non-Independent Directors (viz. 2 Govt. Nominee Directors) as its Members, the said Audit Committee is not dissolved, but there are no independent directors on the Companys Board and in its Committees. In view of these, due to the absence of the independent directors, the said Audit Committee at present is not properly constituted as per the provisions laid down under Section 177 of the Companies Act, 2013 and Regn.18 of the LODRRs and to reflect the true and fair compliance of the Corporate Governance norms thereunder. Therefore, Board expressed that it would not be appropriate to use the nomenclature of Audit Committee to the said existing committee. Hence, it was decided to name it henceforth, as a Sub-Committee of the Board comprising Mrs. Alka Tiwari & Mr. Samir Kumar Biswas as its members and for the time being. Further all other existing terms of references would prevail and continue.

// Certified True Extracts //

For Hindustan Organic Chemicals Ltd.

Sd/-

Company Secretary



<b>Signatory Details</b>	
Name of signatory	Susheela S Kulkarni
Designation of person	Company Secretary and Compliance Officer
Place	CBD Belapur
Date	08-01-2021

