

## **PUBLIC NOTICE**

Notice is hereby given that our client is negotiating for sale of the property described in the schedule here under written on as is where is basis.

Any person having any claim against or to the said property either by way of sale, exchange, mortgage, gift, trust, lease, tenancy, maintenance, bequest, easement, inheritance, possession, claim, lien or otherwise howsoever hereby requested to make the same known in writing to the undersigned at their address at, Maharashtra Bhavan, Office Nos.14 & 15, Mezzanine Floor, Bora Masjid Street, Fort, Mumbai-400 001 within **14 days** from the date of publication hereof failing which the claim and/or objection, if any, shall be deemed to have been waived and/or abandoned and the sale shall be completed without any reference to such claim and/or objection.

### **SCHEDULE OF THE PROPERTY REFERRED TO HEREINABOVE**

2nd Floor (which is partly built and partly an open terrace) admeasuring about 1550 square feet, in the Bungalow and structures known as Savali constructed on Plot No. 104, situated at P. B. Sule Marg, Wadala Mumbai-400 031 with garage on the eastern side alongwith all the associated 1/3rd undivided share, right, title and interest in all that piece and parcel of land bearing Plot No. 104 on P. B. Sule Marg, Wadala, Mumbai within the registration District and Sub-District at Mumbai City and Mumbai Suburban.

Dated this 3rd day of April, 2018.

**Sd/-**  
**for S. B. Legal Associates**  
Advocates for Vendor



## Hindustan Organic Chemicals Limited

[CIN L99999MH1960GOI011895]

Registered Office: P.O. Rasyani, Dist. Raigad, Maharashtra, Pin- 410207.

### NOTICE OF POSTAL BALLOT (Voting Period – 11-04-2018 to 10-05-2018)

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and any amendment thereto, that the resolution appended hereunder is proposed to be passed as Special Resolutions by way of postal ballot. The explanatory statements pertaining to the aforesaid resolutions setting out the material facts concerning the resolutions and the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") has Ms. Malati Kumar, ACS No. 15508, COP No. 10980 and failing her Ms. Ashwini Vartak, ACS No. 29463, COP No. 16723 of M/s. S. N. ANANTHASUBRAMANIAN & Co., as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e. by 5 p.m. on 10-05-2018. Any postal ballot received beyond the said date will not be valid. Therefore, Members are requested to send the duly completed Form well before this date allowing sufficient time for postal transit.

Members desiring to opt for voting by electronic means ("e-voting") as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to postal ballot in this notice include votes received electronically.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/ Any other officer authorized by him. The result of the postal ballot would be announced by the Chairman & Managing Director or the Company Secretary of the Company on **14-05-2018** at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's website viz. [www.hoclindia.com](http://www.hoclindia.com).

#### RESOLUTIONS :

1. To consider and to approve the proposal for sale of 242 +/- 10% acres +/- 10% of Company's land at Rasayani, Maharashtra to BPCL, as 'as is where is basis', at consolidated sale amount of Rs. 381.2949 +/- 10% Crores subject to Government approval and If approved to pass the following as Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions and Rules thereunder and subject to approval of the Government, the approval of the Members be and is hereby accorded for the sale of 242 +/- 10% acres of land of the Company's Land at Rasayani to Bharat Petroleum Corporation Limited (BPCL) as 'as is where is basis', at consolidated sale amount of Rs. 381.2949 +/- 10% Crores."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"FURTHER RESOLVED THAT the Board of Directors of the Company OR Chairman and Managing Director OR Mrs. Susheela S. Kulkarni, the Company Secretary OR Mr. Rajesh Kumar, DGM (P&A, Hort.) of the Company be and are hereby authorized to take necessary in respect of Sale of land at Rasayani to BPCL AND authorized to take all such other related actions as may be required to give effect to these resolutions."

2. a) In order that during surveying the Company's 442 acres (i.e. 442 acres of HOCL land sale to BPCL approved by the shareholders vide postal ballot notice dated 8-2-2017) of land area, as there is likely hood of variation [during survey of land area], to consider and subject to Government approval, to approve the proposal for sale of the variation of 442 +/- 3% acres of land sale to BPCL.  
b) It has been observed that some public roads in many survey nos. are also forming part of the said area of land sale of 442 +/- 3% acres to BPCL. The area occupied by public roads is 7.238 acres. Therefore to consider and subject to Government approval, to approve the proposal for sale of an additional area totaling to 7.238 acres of land of public roads will also be sold to BPCL without any additional payment by BPCL to the company.

Thus for a) & b) above, the Company's sale of land to BPCL - area for registration would be 442 +/- 3% acres and 7.238 acres of land.

And If a) & b) above approved to pass the following as Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions and Rules thereunder and subject to approval of the Government, the approval of the Members be and is hereby accorded for the sale of 442 +/- 3% acres and 7.238 acres of land of the Company's Land at Rasayani to Bharat Petroleum Corporation Limited (BPCL) without any additional payment by BPCL to the company. FURTHER THAT for a) & b) above, the Company's sale of land to BPCL - area for registration would be 442 +/- 3% acres and 7.238 acres of land."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."



\* FURTHER RESOLVED THAT the Board of Directors of the Company OR Chairman and Managing Director OR Mrs. Susheela S. Kulkarni, the Company Secretary OR Mr. Rajesh Kumar, DGM (P&A, Hort.) of the Company be and are hereby authorized to take necessary in respect of Sale of land at Rasayani to BPCL AND authorized to take all such other related actions as may be required to give effect to these resolutions ."

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

Sd/-

Mrs. Susheela S. Kulkarni  
Company Secretary

Place: Rasayani  
Date: 16.03.2018

#### NOTES AND INSTRUCTIONS:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed Special Resolutions is appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 23-03-2018.
3. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories are being sent this notice of postal ballot by e-mail and the members who have not registered their e-mail IDs will receive notice of postal ballot along with the Form through post/courier. Members who have received postal ballot notice by e-mail and who wish to vote using the Form, may download the Form from the 'investors' section on the Company's website [www.hoclindia.com](http://www.hoclindia.com). Members may submit their queries/grievances, etc connected to postal ballot on [cs@hoclindia.com](mailto:cs@hoclindia.com).
4. The attached self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board and the Form after casting of the vote should be put inside the same and the envelope should be duly sealed. Envelope containing the Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the Member.
5. The Form should be signed by the Member as per the specimen signature registered with the Company. In case shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (PoA) on behalf of a Member may vote on the Form mentioning the Registration No. of the PoA registered with the Company or attach notarial attested copy of the PoA. Unsigned Form will be rejected.
6. Members holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Bankers/Depository Participants ("DPs"). The signature should be verified by their Bankers/ DPs by affixing seal mentioning name and address of the Banker/ DPs and name, stamp and signature of the Authorised signatory.
7. In case of shares held by companies, trusts, societies, etc. the duly completed Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Form.
8. Members are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Form inside the enclosed self-addressed prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.
9. There will be only one Form for each Folio/ Client Id. Exercise of vote through postal ballot is not permitted through proxy.
10. Incomplete, improperly or incorrectly tick marked Form will be rejected.
11. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company with this postal ballot. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members, if they so opt, to cast their votes electronically instead of filling in and dispatching the Form. E-voting is optional.

The instructions for e-voting are as follows:

- (i) The voting period begins on 11-04-2018 at 9 A.M and ends on 10.05.2018 at 5 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23.03.2018 may, if they so opt, cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii)

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>



DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN and choose Hindustan Organic Chemicals Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
12. In case a shareholder votes through e-voting and also by postal ballot by filling in the Form, voting through electronic means will be taken on record and voting through postal ballot will be ignored.
13. The Board has appointed Ms. Malati Kumar, ACS No.15508, COP No.10980 and failing her Ms. Ashwini Vartak, ACS No. 29463, COP No. 16723 of M/s. S. N. ANANTHASUBRAMANIAN & Co., as the Scrutinizer for conducting the postal ballot voting process (including e-voting) in accordance with law in a fair and transparent manner.
14. The Scrutinizer shall, no later than seven working days from the conclusion of the e-voting period, unblock the votes and submit his report on the voting pattern in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014.
15. The resolutions, where assented to by the requisite majority of the Members by means of postal ballot (which shall also include the results of e-Voting), shall be deemed to have been duly passed at a general meeting convened in that behalf on the date of the last date of receipt of postal ballot forms i.e., 10<sup>th</sup> May, 2018.
16. The Scrutinizer's decision on the validity of a completed Form shall be final.

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

Sd/-

Mrs. Susheela S. Kulkarni  
Company Secretary

Place: Rasayani  
Date: 16.03.2018

#### EXPLANATORY NOTES TO RESOLUTIONS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 :

##### Resolution No. 1) Sub: Sale of 242, +/-10% acres of HOCL, Rasayani land to BPCL through NBCC.

As a part of restructuring plan, Government of India approved winding up of the operations of Rasayani Unit. The re-structuring plan also approved decision to dispose off unencumbered land of HOCL, Rasayani Unit through M/s National Building Construction Corporation India (NBCC). NBCC has been appointed Land Management Agency (LMA) for disposal of unencumbered Rasayani land and other assets.

Company entered into an agreement with NBCC for sale of the unencumbered land at Rasayani, Panvel and Kharghar. NBCC uploaded RFQ (Request for Quotation) on 30/08/2017 keeping last date of submission of bids as 03/10/2017. NBCC floated RFQ to dispose the land on as is where is basis.

On the request from some Govt. organizations, the due dates of submission of bids were further extended two times to 03/11/2017 and 18/11/2017 respectively. By the due date of submission of bids, NBCC received only one offer from BPCL for purchase of land at Rasayani.

It was informed that, BPCL has confirmed that they are willing to purchase 116 acres in Wasamabe village, 69 acres in Ambivali village, 57 acres in Parade village totaling to 242 +/-10% acres of land at their current respective circle rates namely, Rs.4320/ sq.m, Rs. 4320/ sq.m and Rs. 2510 per sq.m.. The total consideration amount works out as Rs. 381.2949 +/-10% crores. Further, it was also informed that subsequently BPCL has



confirmed their willingness to accept the land with existing structures, 'as is where is basis' and without any consideration for the value of Buildings and Structures or the dismantling cost, subject to the condition that HOCL will ensure that all the buildings and structures will be vacated and vacant possession to the satisfaction of BPCL will be ensured at the time of Sale / Sale Deed Registration. Besides these, Board also noted the other conditionality of BPCL are as follows :-

1. The land is to be with clear title, encumbrance free and without any encroachments.
2. NOC from Government of Maharashtra is to be provided by HOCL for the land to be procured by BPCL.
3. Clear Property Demarcation to be provided for the land.
4. Clear land schedule and map with Survey number / Part Survey number for the land proposed to be purchased duly certified by the revenue authorities for the demarcated property.

It was also informed to the Board that, due to variation in survey of land area, it is essential to approve the proposal for sale of 242 +/- 10% acres of land at HOCL Rasayani to BPCL.

Further as the sale of 242 acres (+/-10%) of land to BPCL 'as is where is basis', the total consideration payable thereof would also vary depending upon the size of the surveyed land parcel. Accordingly it will be Rs.381.2949 +/- 10% crore. Further it was also brought to the notice that the land presently under occupation of MES [i.e. HOC School Complex, as during 2006, the School management has been given on 30 yrs. lease to MES] has been excluded from the land parcel being offered to BPCL.

After deliberations, as recommended by the NBCC, Board approved ~~subject to Shareholders' & Government approvals~~, the proposal for sale of 242 +/- 10% acres of land to BPCL, 'as is where is basis', at total consideration of Rs. 381.2949 +/-10% crores at the current circle rate for the village areas indicated given in following table:

S.No.	Village	Area (Acres)	Circle rate (2017-18) Rs. /Sq.m	Circle rate (2017-18) Rs. Crores /acre	Amount, Rs. Crores
1	Wasambe	116	4320	1.748	202.768
2	Ambivali	69	4320	1.748	120.612
3	Parade	57	2510	1.0157	57.8949
	Total	242 +/- 10%			381.2949 +/- 10%

Further BPCL as per their mail was 'willing to accept the land with existing structures, without any consideration for the value of Buildings and Structures or the dismantling cost, subject to the condition that HOCL will ensure that all the buildings and structures will be vacated and vacant possession to the satisfaction of BPCL will be ensured at the time of Sale / Sale Deed Registration'.

Expected Revenue generation and utilization after sale of 242 & +/- 10% acres of HOCL Rasayani land to BPCL : The sale proceeds /revenue generated from the sale [approx.] Rs. 381.2949 +/-10% are utilized mainly for payment of all the outstanding liabilities/dues of the employees of Rasayani unit & of corporate office and Govt.dues.

Note: The payment of dues will be generally as per the above pattern and subject to change/ variation depending on the actual liabilities at the time of settlement as well as at the time of signing of the sale documents between HOCL & BPCL (as the case may be).

The Board of Directors recommend passing of Special Resolution as indicated in item no. 1 of this Notice.

None of the Directors and the Company Secretary (KMPs) are concerned or are interested in the Proposed Resolutions except to the extent of Shares held by them in their individual capacity.

#### Resolution No. 2)

- a) In order that during surveying the Company's 442 acres (i.e. 442 acres of HOCL land sale to BPCL approved by the shareholders vide postal ballot notice dated 8-2-2017) of land area, as there is likely hood of variation [during survey of land area], to consider and subject to Government approval, to approve the proposal for sale of the variation of 442 +/- 3% acres of land sale to BPCL.
- b) It has been observed that some public roads in many survey nos. are also forming part of the said area of land sale of 442 +/- 3% acres to BPCL. The area occupied by public roads is 7.238 acres. Therefore to consider and subject to Government approval, to approve the proposal for sale of an additional area totaling to 7.238 acres of land of public roads will also be sold to BPCL without any additional payment by BPCL to the company.

Thus for a) & b) above, the Company's sale of land to BPCL - area for registration would be 442 +/-3% acres and 7.238 acres of land.

The Shareholders of the company may note that:

- a) Board of Directors and Shareholders of the Company have already approved during 2017 the sale of 442 acres of land to BPCL. In order that during surveying the said land area, there is likely hood of variation, so the Board of Directors of the Company have approved and recommended the proposal to the shareholders for approval the proposal of - 'the variation of 442 +/- 3% of acres of land sale to BPCL.' ;
- b) Further, during survey of company's land, it was observed that, part of surveyed land are covered by public roads of around 7.238 acres are passing through it in various directions. Further, BPCL indicated that, they would not pay for the area covered by the public roads. These 7.238 acres of public roads are comprised in the original 442 acres Rasayani Land sale to BPCL which was already approved by the Board (on 8-2-2017 at 371<sup>st</sup> BM) & also by the shareholders & GOI.

Moreover, in many 7/12 extracts area is occupied by public roads requiring the bifurcation of such 7/12 extracts [prior to such land sale) for which the Revenue authorities have clearly indicated that it is not possible to bifurcate the 7/12 extracts for the roads passing through it.

Hence the Board of Directors of the company recommend the current proposal of - 'to sell additional land of approximately 7.238 acres to BPCL without making any payment/consideration by BPCL to HOCL, as such land sale of 7.238 acres to BPCL so that the net payment can be considered for 442 acres of land.' However, land transfer area for registration would be 442+3% plus 7.238 acres.

The Board of Directors recommend passing of Special Resolution as indicated in item no. 2 of this Notice.

None of the Directors and the Company Secretary (KMPs) are concerned or are interested in the Proposed Resolutions except to the extent of Shares held by them in their individual capacity.

Hindustan Organic Chemicals Ltd.

Sd/-

Mrs. Susheela S. Kulkarni  
Company Secretary

Place: Rasayani  
Date: 16.03.2018

Registered Office :  
P.O. : Rasayani, Dist.  
Raigad, Maharashtra 410 207



## Hindustan Organic Chemicals Limited

[CIN L99999MH1960GOI011895]

Registered Office : P.O. Rasayani, Dist. Raigad,  
Maharashtra, Pin-410207

E-mail ids : corporate.cs@hoclindia.com;

helpdesk.evoting@cdslindia.com, investor@bigshareonline.com

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

### NOTICE OF POSTAL BALLOT (Voting Period - 11-04-2018 to 10-05-2018)

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read together with the Companies (Management and Administration) Rules, 2014 and any amendment thereto, that the resolutions appended hereunder are proposed to be passed as Special Resolutions by way of Postal Ballot. The Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning the resolutions and the reasons thereof is annexed to the Postal Ballot Notice along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors of the Company (the "Board") have Ms. Malati Kumar, ACS No. 15508, COP No. 10980 and failing her Ms. Ashwini Vartak, ACS No. 29463, COP No. 16723 of M/s. S. N. ANANTHASUBRAMANIAN & Co., as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The detailed Postal Ballot Notice & Form containing the Special Resolutions to be passed through Postal Ballot/E-Voting, Explanatory Statements thereof is individually dispatched to all the Shareholders of the Company by Registered/Speed Post/E-mail and in pursuant to the provisions of the Companies Act, 2013 and Rules thereunder and a copy of the said Postal Ballot Notice & Form is also placed and available at HOCL website at [www.hoclindia.com](http://www.hoclindia.com). The Postal Ballot Voting/E-Voting commences from Wednesday, the 11th April, 2018 9.00 a.m. and ends on Thursday, the 10th May, 2018 up to 5.00 p.m.

The Members are requested to carefully read the instructions printed on the Form, record your assent (FOR) or dissent (AGAINST) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e. **by 5 p.m. on 10-05-2018**. Any postal ballot received beyond the said date will not be valid. Therefore, Members are requested to send the duly completed Form well before this date allowing sufficient time for postal transit.

Members desiring to opt for voting by electronic means ("e-voting") as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to postal ballot in this notice include votes received electronically. E-Voting can be done from 11-04-2018 (from 9.00 a.m.) to 10-05-2018 (upto 5.00 p.m.) (Both days inclusive).

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Any other officer authorized by him. The result of the postal ballot would be announced by the Chairman & Managing Director or the Company Secretary of the Company on **14-05-2018** at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's website viz. [www.hoclindia.com](http://www.hoclindia.com).

#### Resolutions to be passed by Postal Ballot Form are as follows :

1. To consider and to approve the proposal for sale of 242+/-10% acres +/- 10% of Company's land at Rasayani, Maharashtra to BPCL, as 'as is where is basis', at consolidated sale amount of Rs. 381.2949 +/-10% Crores subject to Government approval.
2. a) In order that during surveying the Company's 442 acres (i.e. 442 acres of HOCL land sale to BPCL approved by the shareholders vide postal ballot notice dated 8-2-2017) of land area, as there is likely hood of variation [during survey of land area], to consider and subject to Government approval, to approve the proposal for sale of the variation of 442 +/- 3% acres of land sale to BPCL.  
b) It has been observed that some public roads in many survey nos. are also forming part of the said area of land sale of 442 +/- 3% acres to BPCL. The area occupied by public roads is 7.238 acres. Therefore to consider and subject to Government approval, to approve the proposal for sale of an additional area totalling to 7.238 acres of land of public roads will also be sold to BPCL without any additional payment by BPCL to the company.

Thus for a) & b) above, the Company's sale of land to BPCL - area for registration would be 442 +/-3% acres and 7.238 acres of land.

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

Rasayani  
Date : 16.03.2018

Sd/-  
Mrs. Susheela S. Kulkarni  
Company Secretary