



आई एस ओ An ISO 9001, 14001, 45001 & 50001 यूनिट Unit

हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड HINDUSTAN ORGANIC CHEMICALS LIMITED

(भारत सरकार का उद्यम A Govt. of India Enterprise)
पंजीकृत /निगमित कार्यालय & फैक्टरी Registered / Corporate Office and Factory
अम्बलमुगल AMBALAMUGAL - 682 302,
एरणाकुलम जिला, केरल, भारत ERNAKULAM DIST., KERALA, INDIA
दूरभाष Phone : 0484-2720911-13, 2720844
वेब Web: www.hoclindia.com, ई-मेल e-mail : kochi@hoclindia.com

HOC/SEC/BSE/2024/05/28

28th May, 2024

BSE Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

Sir,

Sub: Submission of Annual Secretarial Compliance Report (ASCR) for the FY 2023-24

Ref: Regulation 24A of SEBI LODRR

With reference to the captioned subject and in compliance with Regulation 24A and other /applicable Regulations of SEBI LODRRs, please find enclosed herewith the Annual Secretarial Compliance Report of our Company (HOCL) for the Financial Year 2023-24 provided by M/s. ASKBN and Company, Practicing Company Secretaries, New Delhi.

Kindly take the same on records of BSE.

Thanking you.

Yours Faithfully,

For Hindustan Organic Chemicals Limited

SUBRAMONIA

N HARIHARAN

Digitally signed by SUBRAMONIAN
HARIHARAN
DN: cn=SUBRAMONIAN HARIHARAN,
o=HOCL, ou=HOCL,
email=cs@hoclindia.com, c=IN
Date: 2024.05.28 10:16:23 +05'30'

Subramonian H

Company Secretary & Compliance Officer

Encl.: as above



ASKBN AND COMPANY

COMPANY SECRETARIES

(Peer Reviewed Firm)

Regd. Address: 155 S/F, Ram Nagar, Delhi-110051

Work Address: 504, Vikasdeep Building, Opp.

Bharti Public School, Delhi-110092

Ph:+91- 9716909689

Email: bhavya@legalcrew.co.in

Website: askbn.in

ANNUAL SECRETARIAL COMPLIANCE REPORT OF HINDUSTAN ORGANIC CHEMICALS LIMITED for the year ended 31st March 2024

To,
Hindustan Organic Chemicals Limited,
Ambalamugal PO, Kunnathnad,
Ernakulam, Kerala, 682302

We have examined:

(a) all the documents and records made available to us and explanation provided by **Hindustan Organic Chemicals Limited** ("the listed entity/the Company"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2024 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period);

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



(h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, We hereby report that, during the Review Period:

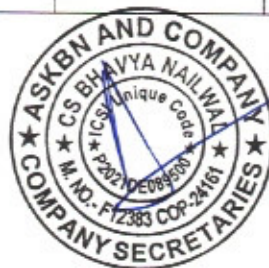
(a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors. Regulation 17 (1) of SEBI (LODR) Regulations, 2015	Regulation 17 (1) of SEBI (LODR) Regulations, 2015	Non-availability of one half of the independent Directors on the Board including Woman Independent Director.	BSE	Fine	Non-compliance of Regulation 17 (1) of SEBI (LODR) Regulations, 2015, due to Non-availability of adequate number of Independent Directors including Woman Independent Director on the Board of the Company.	<p>INR 5,36,900 (For Quarter Ended on June'23)</p> <p>INR 5,42,800 (For Quarter Ended on September' 23)</p> <p>INR 5,42,800 (For Quarter Ended on December' 23)</p> <p>INR 5,36,900 (For Quarter Ended on March'24)</p>	Board of Directors of the Company is not duly constituted as the Company did not have requisite number of Independent Directors on its Board. It has been further informed by the Company and verify by us that the Company has regularly written letter to its administrative ministry i.e Ministry of Chemicals & Fertilizers, Govt. of India, for the appointment of adequate number of Independent Director including woman Independent Director on its Board.	Hindustan Organic Chemicals Limited (HOCL) is a CPSE under the Administrative Control of Ministry of Chemicals & Fertilizers, Dept. of Chemicals & Petrochemicals (DCPC), Govt. of India. Hence, the DCPC is the Administrative Ministry and as per Company's Articles of Association (AOA), the powers to appoint Board of Directors of our Company vest with the GOI/ Administrative Ministry. Presently, there is vacancy of one (1) Independent Women Director in HOCL. In order to fill the vacancy, company vide letter dated 16th June, 2022 and 13th September, 2022 and through email dated 10th January 2023 and again vide letters dated 15th June, 2023 and 13th November, 2023 and 19th February, 2024 requested the Administrative Ministry to appoint one (1) Independent Women Director on HOCL Board. Additionally, the vacant position of One (1) Women Independent Director is also reported in the online portal for Incumbency Position of Directors of CPSEs maintained by Department of Public Enterprises [DPE], Government of India. Company is awaiting necessary orders from the ministry in this regard.	The Company has responded to the mails of BSE for complete waiver of the fine levied for the Quarter ended on June'23, September' 23, December' 23 and March'24. Response awaited from BSE.



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2023 (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.		<p>Board of Directors of the Company is not duly constituted as the Company did not have requisite number Of Independent Directors on its Board due to vacancy been arisen out of end of the term of existing Independent Directors from February 21, 2020 onwards. It was observed that during the period under review, the Company has a vacancy of One (1) Independent Woman Director on its Board. The Company, being a Public Sector Undertaking, such Appointment of adequate number of Directors / Independent Directors on the Board of the Company is to be done by the Administrative Ministry. Requests have also been made by the Company to the Administrative Ministry during the period under review; however, the Ministry is yet to appoint the requisite Independent Woman Director</p>	<p>Regulation 17(1)(a) & 17(1)(b) of SEBI (LODR) Regulations, 2015</p>	<p>Improper composition of the Board of Directors of the Company, as the Company has a vacancy of One (1) Independent Woman Director on its Board (BSE)</p>	<p>In order to fill the vacancy, company vide letter dated 16th June, 2022 and 13th September, 2022 and through email dated 10th January 2023 and again vide letters dated 15th June, 2023 and 13th November ,2023 and 19th February, 2024 requested the Administrative Ministry to appoint one (1) Independent Women Director on HOCL Board. Additionally, the vacant position of One (1) Women Independent Director is also reported in the online portal for Incumbency Position of Directors of CPSEs maintained by Department of Public Enterprises [DPE], Government of India. Company is awaiting necessary orders from the ministry in this regard.</p>	<p>It has been informed by the Company and verify by us that the Company has regularly written letter to its administrative ministry i.e Ministry of Chemicals & Fertilizers, Govt. of India, for the appointment of adequate number of Independent Director including woman Independent Director on its Board.</p>



(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	
3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	NA	The listed entity being a Govt. Company, the performance evaluation of directors is being done by the administrative ministry i.e. Ministry of Chemicals & Fertilizers, Govt. of India.
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation	NA	No Transaction during the year under review.



	whether the transactions were subsequently approved/ratified/rejected by the Audit committee.		
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of the LODR Regulations within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	No	During the period under review till Nov'23, Company has maintained Structured Digital Database (hereinafter referred to as "SDD" or the "Database") but as required under Regulation 3(5) & 3(6) of PIT Regulations, 2015 with respect to the time stamping, audit trails and non-tampering of the data could not be established. Further, since Nov'23 Company has maintained Structured Digital Database (hereinafter referred to as "SDD" or the "Database") as required under Regulation 3(5) & 3(6) of PIT Regulations, 2015 with respect to the time stamping, audit trails and non-tampering of the data.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors from the Company or any of its material subsidiaries
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above in table (a).	Yes	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.



2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For ASKBN AND COMPANY

Company Secretaries

ICSI Unique Code- P2021DE089500

Peer Review Code- 2928/2023

Bhavya Nailwal
27/05/2024

(CS Bhavya Nailwal)
Partner



M. No.- F12383

COP- 24161

UDIN: F012383F000459258

Place: Delhi

Date: 27th May 2024