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हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड
(भारत सरकार का उद्यम) CIN: L99999MH1960GOI011895
HINDUSTAN ORGANIC CHEMICALS LIMITED
(A Govt. of India Enterprise)

HOC/SEC/58th AGM/2019/09.11

27th September, 2019

To
Bombay Stock Exchange Ltd.,
25th Floor, DCS- CRD,
Pheroze Jeejeebhoy Towers,
MUMBAI – 400 021.

Dear Sir, /Sirs,

- Sub: 1. Filing of Proceedings of the 58th AGM held on Thursday, the 26th September, 2019 at Company's Registered Office at CBD Belapur. &
2. Filing of the Scrutinizer's Report on the Voting Results of the 58th AGM held on 26-09-2019.

Ref.: In compliance with Compliance of Regulation 30(6) read with Part A of Schedule II under the Listing Regulations [LODRRs] & Regulation 34(1) of LRs;

With reference to the captioned subject, further to our letter dated 26th August, 2019, intimating the convening of 58th AGM of our company on 26-09-2019, please find enclosed herewith the following in compliance with Reg. 30(6) of LODRRs:-

1. The Proceedings of the 58th AGM in Form MGT-15 [duly signed by the Chairman of the Meeting] and
2. Also please find enclosed herewith the Scrutinizer's Report on the Voting Results of the 58th AGM held on Thursday, 26th September, 2019 at CBD Belapur for your records and in compliance with the Regulation 30(6) read with Part A of Schedule II under the Listing Regulations [LODRRs];

This information has also been sent to you in e-mail to your designated email-ids also and will be filed on line of BSE e-filing portal on today, on 27-09-2019. Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Hindustan Organic Chemicals Ltd.,

(Mrs. Susheela S. Kulkarni)
Company Secretary
Encl.: as above.

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

27th September, 2019

To,

The Chairman & Managing Director

Hindustan Organic Chemicals Limited

CIN: L99999MH1960GOI1011895

Office Nos. 401,402 &403, 4th Floor,

“V- Times Square”, Plot No.3, Sector-15,

CBD, Belapur, Navi Mumbai- 400614,

Dear Sir,

At the outset, we express our gratitude to the Company for appointing us as the Scrutinizer for remote e-voting process and voting by your members at the 58th Annual General Meeting of your Company held on 26th September, 2019.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Malati A. Kumar

Malati Kumar
Partner

SCRUTINIZER'S REPORT

Name of the Company	Hindustan Organic Chemicals Limited
Meeting	58th Annual General Meeting
Day, Date & Time	Thursday, 26th September, 2019 at 2:00 p.m.
Venue	The Institute of Engineers (India) Auditorium Hall- 1st Floor, Plot No:106, Sector-15, CBD Belapur, Navi Mumbai- 400614

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the voting conducted at the 58th Annual General Meeting (AGM) of **Hindustan Organic Chemicals Limited** (hereinafter referred to as '**the Company**') held on 26th September, 2019.

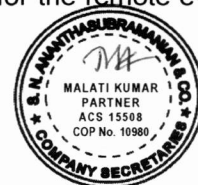
2. Dispatch of Notice convening the AGM

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the Registrar and Share Transfer Agents (RTA) viz. M/s. Bigshare Services Pvt. Ltd and the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively, the Company completed dispatch of Notice of AGM as under:

- On **27th August, 2019 by e-mail** to **22,066** Members who had registered their email-Ids with the Company/ Depositories.
- On **22nd August, 2019 by Registered post** to **27,478** Members, in physical form.

3. Cut-off date

Voting rights were reckoned as on **Thursday, September 19, 2019**, being the cut-off date for the purpose of deciding the entitlements of Members for the remote e-voting and voting at the AGM.



Report of Scrutinizer on remote e-voting and voting by members of Hindustan Organic Chemicals Limited at the 58th AGM held on 26th September, 2019

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4. Remote e-voting process

4.1 Agency

The Company appointed **CDSL** as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from **9:00 a.m. on Friday, 20th September, 2019 till 5:00 p.m. on Wednesday, 25th September, 2019** and Members were required to cast their votes electronically conveying their assent or dissent in respect of the five Ordinary Resolutions on the remote e-voting platform provided by CDSL.

5. Voting at the AGM

5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer is to be provided access by the remote e-voting agency, to only such details relating to members such as their names, DP ID & Client ID/ Folios, number of shares held but not the manner in which they have voted, after closure of period of remote e-voting and before the commencement of the Meeting.

5.2 Accordingly, CDSL, the remote e-voting agency provided us with the names, DP Id & Client Id/ folios and shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company provided ballot papers to those members attending the AGM, who had not cast their votes through remote e-voting, to cast their votes.

5.4 After the Chairman announced the commencement of voting, one (1) ballot box kept for polling, was locked in our presence.



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6. Counting Process

- 6.1 On completion of voting at the AGM, CDSL provided us with the list of Members who had cast their votes, their holding details and details of vote cast on the Resolutions.
- 6.2 Votes were reconciled with the records maintained by the Company and Bigshare Services Pvt. Ltd, the Registrar and Share Transfer Agent of the Company (RTA) with respect to the authorizations/ proxies lodged with the Company.
- 6.3 We unblocked the remote e-voting results on the CDSL remote e-voting platform in the presence of Ms. Dhara Thakar and Ms. Ekta Redekar and downloaded the remote e-voting results.

7. Results

- 7.1 We observed that:
 - a) **33** Members had cast their votes at the AGM.
 - b) **18** Members had cast their votes through remote e-voting.
- 7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 9th August, 2019 is enclosed herewith.
- 7.3 Based on the aforesaid results, we report that **Four Ordinary Resolutions as set out in Item No.1 to Item No. 4** and **One Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated **9th August, 2019**, have been passed with the requisite majority.

Malati A. K.



Malati Kumar

Partner

ACS : 15508

COP No. : 10980

27th September, 2019

Thane

Report of Scrutinizer on remote e-voting and voting by members of Hindustan Organic Chemicals Limited at the 58th AGM held on 26th September, 2019

S. N. ANANTHASUBRAMANIAN & CO.**COMPANY SECRETARIES**

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CONSOLIDATED RESULTS

Item No. 1: To consider and to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as at 31st March, 2019, the Profit & Loss Account for the year ended on that date, Cash Flow Statement, Schedules and Notes to Accounts attached thereto, together with the Directors' Report and the Auditors' Report along with the Report of the Comptroller & Auditor General of India.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	2,52,446	33	3,94,95,317	48	3,97,47,763	99.9746
Dissent	3	10,100	0	0	3	10,100	0.0254
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No.1** of the Notice of the AGM dated 09th August, 2019 has been **passed with requisite majority**.

Malati A. Kumar


Malati Kumar

Partner

ACS : 15508

COP No. : 10980

27th September, 2019

Thane

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CONSOLIDATED RESULTS

Item No. 2: To appoint a Director or any other Director (as may be appointed by the GOI vide its Order) in place of Shri Samir Kumar Biswas (DIN: 01664091), J.S. who retires at this AGM.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	2,51,946	33	3,94,95,317	47	3,97,47,263	99.9733
Dissent	4	10,600	0	0	4	10,600	0.0267
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 09th August, 2019 has been **passed with requisite majority**.

Malati A. Kumar**Malati Kumar**

Partner

ACS : 15508

COP No. : 10980

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CONSOLIDATED RESULTS

Item No. 3: To re-appoint Ms. Alka Tiwari (DIN: 03502306), AS&FA, as per GOI Order, who retires at this AGM and being eligible offers herself for reappointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	2,51,896	33	3,94,95,317	46	3,97,47,213	99.9732
Dissent	5	10,650	0	0	5	10,650	0.0268
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 9th August, 2019 has been **passed with requisite majority**.

Malati A. Kumar



Malati Kumar
Partner
ACS : 15508
COP No. : 10980

26th September, 2019
Thane

S. N. ANANTHASUBRAMANIAN & CO.

COMPANY SECRETARIES

FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

CONSOLIDATED RESULTS

Item No. 4: To approve the remuneration of Rs.2,00,000/- to be paid as statutory audit fees to M/s. BJS & Associates, Chartered Accountants, Kochi (Firm Registration Number [SR1972]) appointed as Statutory Auditor by C&AG for the Financial Year 2019-20 and to authorise and to ratify the actions of the Board of Directors of the Company to fix the other fees, if any, payable to the Statutory Auditors and /or Branch Auditors of the Company, for the Financial Year 2019-20.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	2,51,896	33	3,94,95,317	46	3,97,47,213	99.9732
Dissent	5	10,650	0	0	5	10,650	0.0268
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 09th August, 2019 has been **passed with requisite majority**.

Malati A - Kumar



Malati Kumar
Partner

ACS : 15508

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27th September, 2019

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COMPANY SECRETARIES

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CONSOLIDATED RESULTS

Item No. 5: To consider and ratify remuneration to be paid to M/s. BBS & Associates, Cost Accountants, Kochi (Firm Registration No.17045) as Cost Auditors of the Company for the FY 2019-20 for audit of Cost Accounts Records of the Company

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	14	2,54,396	33	3,94,95,317	47	3,97,49,713	99.9795
Dissent	4	8,150	0	0	4	8,150	0.0205
Total	18	2,62,546	33	3,94,95,317	51	3,97,57,863	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 9th August, 2019 has been **passed with requisite majority**.

Malati A. K.



Malati Kumar

Partner

ACS : 15508

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(भारत सरकार का उद्यम)
HINDUSTAN ORGANIC CHEMICALS LIMITED
(A Govt. of India Enterprise) CIN: L99999MH1960GOI011895

Form No. MGT 15:

Form for filing Report on Annual General Meeting

Pursuant to section 121(1) of the Companies Act, 2013 and Rule 31(2) of Companies
(Management and Administration) Rules, 2014

1. (a) CIN: L99999MH1960GOI011895
(b) GLN : Not Applicable.
2. (a) Name of the company : Hindustan Organic Chemicals Limited
(b) Registered office address : 401, 402, 403, 4th Floor, V-TIMES SQUARE Plot
No. 3, Sector 15, CBD Belapur Navi Mumbai
Thane MH 400614 IN
(c) E-mail id: cs@hoclindia.com

3. Details of the meeting:

- (i) day, date, hour of the annual general meeting: **Thursday, the 26th September, 2019, at 2.00 p.m.**
- (ii) venue of the annual general meeting: The Institute of Engineers (India) Auditorium Hall- 1st Floor, Plot No: 106, Sector-15, CBD Belapur, Navi Mumbai-400614 IN.
- (iii) whether chairman of the meeting appointed: CHAIRMAN OF THE COMPANY BOARD WAS APPOINTED AS THE CHAIRMAN OF THE MEETING;
- (iv) number of members attending the meeting: 42 Shareholders holding 39520371 Numbers of shares [of Rs.10/- each.]
- (v) whether the requisite quorum is present: YES
- (vi) business transacted at the meeting and result thereof: YES, ALL 5 ITEMS VIZ. , 4 ORDINARY BUSINESS AND 1 SPECIAL BUSINESS WERE PASSED WITH ADEQUATE MAJORITY;

1



हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड
(भारत सरकार का उद्यम) CIN: L99999MH1960GO1011895
HINDUSTAN ORGANIC CHEMICALS LIMITED
(A Govt. of India Enterprise)

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Business of the Meeting

ORDINARY BUSINESS:

1. To consider and to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as at 31st March, 2019, the Profit & Loss Account for the year ended on that, Cash Flow Statement, Schedules and Notes to Accounts attached thereto, together with the Directors' Report and the Auditors' Report along with the Report of the Comptroller & Auditor General of India.:- **ordinary resolution passed with requisite majority.**
2. To appoint a Director or any other Director (as may be appointed by the GOI vide its Order) in place of Shri Samir Kumar Biswas, (DIN: 01664091), J.S., who retires at this AGM.:- **ordinary resolution passed with requisite majority.**
3. To re-appoint Ms. Alka Tiwari, (DIN: 03502306), AS&FA, as per GOI Order, who retires at this AGM and being eligible offers herself for re-appointment.:- **ordinary resolution passed with requisite majority.**
4. To approve the remuneration of Rs.2,00,000/- to be paid as statutory audit fees to M/s.BSJ&Associates, Chartered Accountants, Kochi (Firm Registration Number [SR1972]) appointed as Statutory Auditor by C&AG for the Financial Year 2019-20 and to authorise and to ratify the actions of the Board of Directors of the Company to fix the other fees, if any, payable to the Statutory Auditors of the Company, for the Financial Year 2019-20. :- **ordinary resolution passed with requisite majority.**

SPECIAL BUSINESS

5. To consider and ratify remuneration to be paid to of M/s. BBS& Associates, Cost Accountants, Kochi (Firm Registration No.17045) as Cost Auditors of the company for the FY 2019-20 for audit of Cost Accounts Records of the company and if thought fit to pass the Resolution as an Ordinary Resolution:- **ordinary resolution passed with requisite majority.**

2

निगमित कार्यालय : वी टाइम्स स्क्वेयर, ४थी मंजिल, कार्यालय सं. - ४०१ - ४०३, प्लॉट नं. - ०३, सेक्टर - १५, सी.बी.डी बेलापुर, नवी मुंबई - ४०० ६१४

Corporate Office : V Times Square, 4th Floor, Office No. - 401- 403, Plot No. - 03, Sector - 15, C.B.D Belapur, Navi Mumbai 400 614

दूरभाष Phone : 022-27575268 / 69, CIN NO. - L 99999MH1960GO1011895

Facebook : fb.me/hoclindia, Twitter : twitter.com/organic_ltd Website : www.hocl.gov.in



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(भारत सरकार का उद्यम) CIN: L99999MH1960GOI011895
HINDUSTAN ORGANIC CHEMICALS LIMITED
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Summary of the Proceedings of the 58th Annual General Meeting of the Company

Ms. Susheela S. Kulkarni, Company Secretary welcomed the Chairman, Managing Director, other Directors of the Company, Shri D.K.Madan, Director, DCPC, the Nominee of the President of India/GOI, and other dignitaries, Shareholders present. In pursuance of Clause 53 of the Articles of Association of the Company, the Chairman of the Board of Directors of the Company, Shri S.B.Bhide, CMD, was invited as Chairman of the 58th Annual General Meeting of the company.

The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech to the shareholders of the company.

The Chairman informed the members that pursuant to the provisions of section 108 of the companies act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 , as amended from time to time , the company had provided remote e-voting facility on all resolutions set forth in the notice convening the 58th Annual General Meeting (AGM) of the Company in addition to the physical ballot/poll at the venue of the meeting, in respect of business to be transacted at the Annual General Meeting.

The Chairman informed the members that the company had appointed M/s S. N. Ananthasubramanian & Co., Company Secretaries in Practice, as the scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and by way of ballot forms



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On the invitation of the Chairman, some of the members sought clarifications on the accounts and business of the company, which were clarified by the Chairman and other Directors present. The Chairman thereafter thanked all the members for the participation at the AGM and for their constructive suggestions and comments.

After discussion the items on the agenda were put to vote by poll. The scrutinizers displayed the empty ballot box after which the members cast their votes. After ascertaining that all shareholders present at the AGM had cast their votes, the ballot boxes were sealed.

The Members were informed that the results of the remote e-voting process and the ballot/poll conducted at the Annual General Meeting would be declared within forty-eight hours of the conclusion of the AGM and shall be displayed on the website of the company, also on the website of the Company's RTAs, viz. M/s. Bigshare Services Private Limited, and on the website of the BSE Ltd., the stock exchange.

The Chairman declared the meeting as closed.

Confirmed that the meeting was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the Rules thereto and Secretarial Standards made thereunder.

[S.B.Bhide], CMD, HOCL

Signed and dated by Chairman of the meeting:

Date: 26-09-2019

Place: CBD Belapur

[In case of inability of chairman to sign, by any two directors of the company, one of whom shall be managing director, if there is one and company secretary of the Company.]