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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/BSE/2019/08/23/11.1

Date: 23rd August, 2019

To,
Bombay Stock Exchange Ltd.,
24th Floor, DCS-CRD,
Pheroze Jeejeebhoy Towers,
Dalal Street,
Kala Ghoda, Fort
Mumbai - 400001

Kind Attn.: Mr. Khushro Bulsara/ Abhijit Pai, Sr.GM,
Listing Compliance AGM, L.C

Dear Sirs,

Sub: Notice of 58th Annual General Meeting (AGM) of the Company for the FY-2018-19 and Intimation of Book Closure Dates for the 58th AGM.

Ref: Regulation 29/30/34 (Reg. filing of AGM Notice),42(Reg. Notice of Book closure dates) & other applicable Regulations of LODRRs with SEs.

In compliance with Regulation 29/30/34 (Reg. filing of AGM Notice) and other applicable Regulations of LODRRs with the SEs, please find enclosed herewith the Notice of the 58th Annual General Meeting [AGM] of our Company viz. Hindustan Organic Chemicals Ltd. (HOCL), to be held on Thursday, the 26th September, 2019 at 2.00pm at the Auditorium Hall, The Institute of Engineers (India), 1st Floor, Plot No.106, Sector-15, CBD Belapur, Navi Mumbai, PIN-400614, to transact the ordinary and special businesses as appended in the 58th AGM Notice.

Further, Notice is also hereby given in compliance with the Regulation 42 of LODRRs please be informed that, Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 20th September, 2019 to Thursday, the 26th September, 2019 (both days inclusive) for the purpose of 58th AGM.


Kindly take the same on your records in compliance with aforesaid Regulations and all other applicable Regulations of the LODRRs.

This information has also been filed herewith on line at BSE e-filing portal and also disseminated on the website of the Company.

Thanking you,

Yours faithfully,

For Hindustan Organic Chemicals Ltd.


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



HINDUSTAN ORGANIC CHEMICALS LIMITED

[CIN L99999MH1960GOI011895]

Registered Office: 401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3, Sector 15,
CBD Belapur Navi Mumbai Thane MH 400614 IN

NOTICE

Notice is hereby given that the 58th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, the 26th September, 2019 at 2.00 p.m. at The Institute of Engineers (India) Auditorium Hall- 1st Floor, Plot No: 106, Sector-15, CBD Belapur, Navi Mumbai- 400614 to transact the following:-

ORDINARY BUSINESS:

- 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.
- 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.
- 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.
- 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 and /or Branch Auditors of the Company, for the Financial Year 2019-20.

SPECIAL BUSINESS:

- 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 and if thought fit to pass the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration, at a consolidated fee of Rs. 42,000/- for Cost Audit & for issuing Compliance Certificates/digital signature certifications etc. and Rs. 5,000/- for assisting in & e-filing of cost audit reports related XBRL e-Forms in respect of Kochi Unit Products and Rs. 5,000/- towards out of pocket expenses plus taxes at actual/as may be applicable for the company for the financial year ending 31st March 2020 to M/s. BBS & Associates, Cost Accountants, Kochi (Firm Registration No. [17045]) as Cost Auditors of the Company for the FY 2019-20.

By Order of the Board of
Hindustan Organic Chemicals Ltd.

Sd/-
(Susheela S.Kulkarni)
Company Secretary
[FCS 5145]

Place : Belapur
Date : 09/08/2019

Registered Office :
401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3
Sector 15, CBD Belapur Navi Mumbai Thane MH 400614 IN

NOTES :

- A MEMBER/SHAREHODER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company carrying voting Rights may appoint a single person as proxy, who shall not act as proxy for any other Member.

The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A

Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authority, as applicable.

- The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 5, is appended to this Notice.
- Shareholders may contact the Company's Registrar & Transfer Agent at the following address:

Bigshare Services Pvt Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059, Maharashtra.

Tel: 022 62638200, Fax : 022 62638299.

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

Company [through RTA] will be sending communications with respect to below mentioned important points along with this 58th AGM Notice.

Important information:

- Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank details to the Company / Registrar & Transfer Agent (RTA)
 - SEBI Gazette Notification dated June 08, 2018, shares in physical form will not be transferred after December 05, 2018. Hence, in your interest, it is advised to get your shares dematerialised at the earliest.
- The Register of Members and Share Transfer Books of the Company will remain closed **from Friday, the 20th September, 2019 to Thursday, the 26th September, 2019 (both days inclusive).**
 - Shareholders/Proxies should bring their attendance slip, duly filled in, at the meeting.
 - Shareholders are requested to intimate immediately any change in their addresses registered with the Company, their PAN, KYC details immediately to the RTAs [as above in note no.3] as per RTA's letter attached to this 58th AGM Notice.
 - Shareholders, who hold shares in the dematerialised form, are requested to bring their depository account number for identification.
 - As per Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, electronic copies of the Annual Report 2018-2019 and the Notice of the 58th AGM are sent to all members whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email addresses, physical copies of the Annual Report 2018-2019 and the Notice of the 58th AGM are sent in physical mode.
 - All documents referred to in the accompanying Notice and Explanatory statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days up to the date of the Annual General Meeting of the Company.

Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and any amendments thereto, Secretarial Standard 2 on General Meetings ("SS-2") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Shareholders are informed that the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL)

The instructions for members for voting electronically are as under:-

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh_Dalvi, Manager, (CDSL) Central Depository



Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013, or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

In case of members receiving e-mail / physical copy:

- (A) The voting period begins on Friday, the 20th September, 2019 at 09.00 a.m. and ends on Wednesday, 25th September, 2019 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) Any person, who acquires shares of the Company and becomes shareholder of the Company after 16th August, 2019, i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2019, and not updated their PAN may obtain the login ID and sequence number by sending a request at investor@bigshareonline.com
- i. Log on to the e-voting website www.evotingindia.com
 - ii. Click on Shareholders/Members
 - iii. 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vi) If you are a first time user follow the steps given below:

	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"> • 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. This sequence number is given on the bottom of the attendance slip.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then reach directly 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.
- (ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of "Hindustan Organic Chemicals Limited" on which you choose to vote.
- (xi) 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.

- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiii) 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.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvi) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (C) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The Facility for Voting at meeting venue shall be decided by the company through "Ballot Paper"
- (E) The shareholders/members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (F) The "remote e- voting" end time shall be 5:00 p.m. on the date preceding the date of Annual General Meeting.
- (G) M/s. S. N. Ananthasubramanian & Co., Company Secretaries have been appointed as the Scrutinizer for providing facility to the members/ shareholders of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (H) Alternatively Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to snaco2019@gmail.com;] and to the Company at cs@hoclindia.com;
- "Declaration of Results"**
- (A) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (B) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hoclindia.com and on the

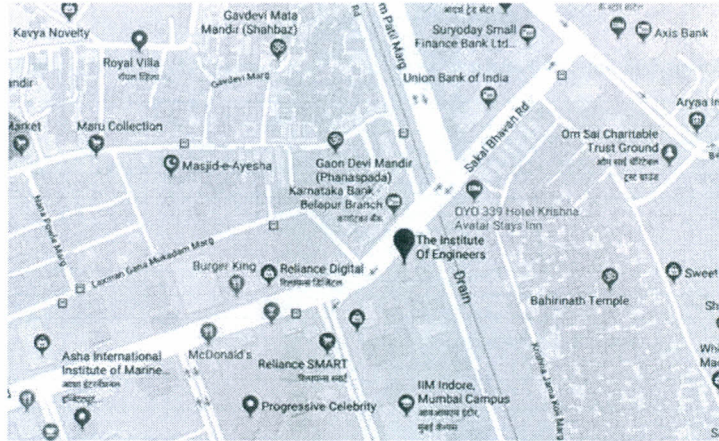


website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed, details of the voting results as required under Regulation 44(3) of the Listing Regulations.

(C) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

(D) The map for location of venue of AGM is given below:

(E) MAP



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013.

ITEM NO. 5 of the Notice

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint Cost Auditors to audit the cost records of the Company for products and services specified under Rules issued in pursuance to the above Section.

The Cabinet Committee on Economic Affairs approved closing down of the operations of Rasayani Unit at its meeting held on 17-05-2017. As Kochi unit of the Company continues to be in operation, the Board decided at its meeting held on 28/05/2019 to appoint cost auditor for Kochi Unit of the company for the year 2019-20.

The Board of Directors of the Company approved the appointment of M/s. BBS & Associates, Cost Accountants, Kochi (Firm Registration No.17045) as Cost Auditors of the Company to conduct cost audit of cost records maintained by the Company for the financial year 2019-20 at a consolidated fee of Rs. 42,000/- for Cost Audit & for issuing Compliance Certificates/digital signature certifications etc. and Rs. 5,000/- for assisting in & e-filing of cost audit reports related XBRL e-Forms in respect of Kochi Unit Products and Rs. 5,000/- towards out of pocket expenses plus taxes at actual/as may be applicable for the company for the financial year 2019.20.

M/s. BBS & Associates, Cost Accountant have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company in accordance with the provisions of Section 148 of the Act, read with the Rules, the remuneration payable to the cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for the said purpose.

The Directors recommend this resolution for approval of shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution as set out in Item 5 except to the extent of Shares held by them in their individual capacity.

By Order of the Board of
Hindustan Organic Chemicals Ltd.

Sd/-
(Susheela S.Kulkarni)
Company Secretary
[FCS5145]

Place : Belapur
Date : 09/08/2019

Registered Office :
401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3,
Sector 15, CBD Belapur Navi Mumbai Thane MH 400614 IN



HINDUSTAN ORGANIC CHEMICALS LIMITED

[CIN L99999MH1960GOI011895]

Regd. Office : 401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3, Sector 15,

CBD Belapur Navi Mumbai Thane MH 400614 IN

Tel No. 022-27575268/69

Email: corporate.cs@hoclindia.com Website: www.hoclindia.com;

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L99999MH1960GOI011895
Name of the Company	:	Hindustan Organic Chemicals Limited
Registered Office	:	401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3, Sector 15, CBD Belapur Navi Mumbai Thane MH 400614 IN
Name of the Member(s)	:	
Registered Address	:	
Email ID	:	
Folio No. / Client ID	:	
		D.P. ID: _____

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1. Name _____
Address _____
E-mail ID _____
Signature _____ Or failing him
2. Name _____
Address _____
E-mail ID _____
Signature _____ Or failing him
3. Name _____
Address _____
E-mail ID _____
Signature _____

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 58th Annual General Meeting of the Company to be held on Thursday, 26th September, 2019 at 2.00 p.m. at The Institute of Engineers (India) Auditorium Hall- 1st Floor, Plot No: 106, Sector-15, CBD Belapur, Navi Mumbai- 400614 and at my adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
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.
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, J.S., who retires at this AGM.
3.	To re-appoint Ms. Alka Tiwari, AS&FA, as per GOI Order, who retires at this AGM and being eligible offers herself for re-appointment.
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 and /or Branch Auditors of the Company, for the Financial Year 2019-20.
5.	To consider and approve the appointment and remuneration 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 a Resolution as an Ordinary Resolution for the FY 2019-20.

Signed this _____ day of _____, 2019.

Signature of the Share holder: _____

Signature of the Proxy holder: _____

Affix Revenue
Stamp

- Note :
1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 58th Annual General Meeting.



HINDUSTAN ORGANIC CHEMICALS LIMITED

[CIN L99999MH1960GOI011895]

Regd.Office : 401, 402, 403, 4th Floor, V-TIMES SQUARE Plot No. 3, Sector 15, CBD
Belapur Navi Mumbai Thane MH 400614 IN

Tel No. 022-27575268/69

Email: corporate.cs@hoclindia.com Website: www.hoclindia.com

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT
OVER AT THE ENTRANCE

I / We hereby record my / our presence at the 58th Annual General Meeting of Hindustan Organic Chemicals Limited held at The Institute of Engineers (India) Auditorium Hall- 1st Floor, Plot No: 106, Sector-15, CBD Belapur, Navi Mumbai- 400614 on Thursday, 26th September, 2019 at 2.00 p.m.

Sr. No. (for Office use only)	:	
Name of the Shareholder	:	
Registered Address of the Shareholder	:	
Ledger Folio No./ Cl. ID / D.P. ID No. if any	:	
Number of Shares held	:	
Name of the Proxy/ Representative, if any	:	
Signature of the Member(s) / Proxy	:	
Signature of Representative	:	