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AN ISO 9001 ISO 14001 UNIT



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

HOC/SEC/BSE/389BM/2020/08/13

Date: 4th January, 2021

To,
Bombay Stock Exchange Ltd.,
24th Floor, DCS-CRD,
Pheroze Jeejeebhoy Towers,
Mumbai – 400001

Dear Sirs,

**Sub.: HOCL Replies on 18-11-2020 to BSE Mail dt. 17-11-2020 u/Ref. : Ref.: SOP-CReview-Nov20;
- Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22,
2020.**

*At the outset **“wishing you all at BSE, a very happy and Prosperous New Year, 2021.”***

Further, we wish to place on record the following:-

1} That, we have already replied on 18-11-2020 in email to BSE giving out the details of BSE email letter dt.24-09-2020 regarding BSE waived off all the fines levied u//Regn.17 etc..., in reply to BSE email BSE Mail dt. 17-11-2020 regarding levy of fines thereof for non-compliances of Regn.17(1), followed with other Board Committees' related Regulations viz. Regns. 18, 19, 20 etc., consequent non-compliances with regard to the Composition of the Board of our Company. Scanned copies of the clarifications reply letter/email dt.18-11-2020 to BSE are enclosed herewith in the 2nd Attachments and for records please.

2} Further that, the referred non-compliances are only due to non- existence (since 21-02-2020 onwards) of any Independent Directors on our Company's Board, in view of the facts that our Company, HOCL being a CPSE/PSU, as per Company's Articles (AOA), all the powers to appoint Directors on the Company's Board vest with the Central Govt./GOI/Administrative Ministry.

3} We further submit that, considering our reasons (of non-compliances of Regn.17) and justifications as stated above, which we have been submitting to the Exchange (BSE) every quarterly in our Company's Corporate Governance (C.G.) Reports and from time to time whenever we receive from the BSE any levy of fines letter/s or emails, thereby requesting for the total waiver of fines levied etc., with the BSE Often /from time to time.

4} Accordingly, in response to our above stated reasons and justifications, BSE Officials, vide their email (letter) dt.24-09-2020 to us/our Company (HOCL) from the BSE Official, Mrs. Mangalam Iyer regarding BSE waiving off all the penalties levied under Regulation 17 and levied up to June, 2020 quarter - for non-compliances u/Reg. 17 (1) viz. the Board of Directors -Composition – due to non-existence of (any) Independent Directors on our Company's Board's composition- which obviously (consequently) follows the compositions of the other Board Committees, such as SRC, N&RC, Audit Committee etc. as all those Board Committees should also be adequately comprised of Independent Directors etc.....

-1-



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4.1} We enclose herewith a scanned copy of the said email letter dt.24-09-2020 of the BSE for your ready perusal and for records please.

5} Having submitted to the Exchange (BSE) the above stated BSE's Waiver of Fines (u/Regn.17 up to June, 2020) email letter dt.24-09-2020, we feel that subsequent email letter dt.17-11-2020 from the same BSE, but by another Official, (viz. Ms. Chandni Thakkar) needs to be relooked into for its complete waiver /withdrawal thereof and /or for its reversal and cancellation of the same and oblige.

6} In addition to the clarifications as stated herein above, we further submit to the Exchange (BSE) that, in view of the Covid-19 pandemic and lockdowns, existed till Sept., 2020 across our Nation, which have compelled/resulted into MCA, SEBI, BSE Issuing various relaxations, extension of time etc. similarly BSE may consider leniently the Govt.'s processes for the appointment of Independent Directors/Board of Directors on our company Board resulting into delays thereof etc., may also please be considered leniently for issuing relaxations and waiving off the penalties for such non-compliances.

6.1} Also please find enclosed herewith the HOCL Board's present composition /List of Board of Directors as on date- as on 31-12-2020 / 04-01-2021 for the records of the BSE/Exchange.

Please look into the subject positively for total waiver off all the fines and penalties thereof considering the above submissions.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Hindustan Organic Chemicals Ltd.

(Mrs. Susheela S. Kulkarni)

Company Secretary & Compliance Officer.

Encls: as above- Encl.1 & Encl.2. &

Encl. 3 - List of Board of Directors of HOCL -as on date.

Emd: 1

cs@hoclindia.com

From: Mangalam.Iyer@bseindia.com
Sent: 24 September 2020 11:42
To: CS Susheela S Kulkarni
Cc: bse.soplodr@bseindia.com
Subject: Waiver of fine levied pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 (erstwhile SEBI circular CIR/CFD/CMD/12/2015 dated November 30, 2015).

BSE to HOCL.

To,
The Company Secretary/ Compliance Officer
Company Name: HINDUSTAN ORGANIC CHEMICALS LTD
Scrip Code: 500449

Dear Sir / Madam,

Sub: Waiver of fine levied pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 (erstwhile SEBI circular CIR/CFD/CMD/12/2015 dated November 30, 2015).

This is with reference to the company's letter / mail requesting waiver for fine imposed for late / noncompliance with following provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/ erstwhile Listing agreement.

Fine levied for	Regulation of SEBI (LODR) Regulation, 2015
Dec-18	Reg 17- Board of Director <i>i.e. Composition of the Board of HOCL.</i>
Mar-19	
Sep-19	
Dec-19	
Mar-20	
June-20	

In this regard, company's representation for waiver of fine was placed before the "Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)".

The Committee after considering the facts of the case and the company's representation decided to **waive the fines** levied for non compliance under of SEBI (LODR) Regulations, 2015 for the aforesaid Regulation.

Yours faithfully,

**Abhijit
Pai
Dy.
Manager**
Listing Compliance

Mangalam Iyer
General Assistant Manager
Listing Compliance

Regards,
Mangalam Iyer
Assistant Manager
Listing Compliance

B no. 2.

cs@hoclindia.com

From: cs@hoclindia.com
Sent: 18 November 2020 17:05
To: 'Chandani.Thakkar@bseindia.com'; 'Mangalam.lyer@bseindia.com'; 'Sambhaji Solat'; 'bse.soplodr@bseindia.com'; 'BSE Listing Compliance'
Cc: 'abhijit.pai@bseindia.com'; 'khushro.bulsara@bseindia.com'
Subject: Replyto:BSEmail-SOP-CReview-Nov20-Fines as per SEBI circular no.SEBI/HO/CFD/CMD/CIR/P/2/20-FW:Waiver of fine levied pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dt May.03, 2018 (erstwhile SEBI circular CIR/CFD/CMD/12/2015 dt November 30, 2015).

Kind Attn.: Chandani.Thakkar@bseindia.com; & Others ;
BSE Ltd- Listing Compliance Dept-DCS-CRD;
P.J.Street, Fort, Mumbai.

Dear Madam, /Sir/s,

Sub.: HOCL Reply to BSE Mail dt. 17-11-2020 u/Ref. : Ref.: SOP-CReview-Nov20; - Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020

With reference to the BSE Mail dt. 17-11-2020 regarding levy of fines thereof for non-compliances of Regn.17(1) (followed with other Board Committees' related Regulations viz. Regns. 18, 19, 20 etc.) with regard to the Composition of the Board of our Company due to non- existence of any Independent Directors In our Company's Board as the power to appoint Directors on the Company's Board vests with the Central Govt./GOI/Administrative Ministry.

However, we on 24-09-2020 , we have received a mail as below (copied and pasted) from the same BSE, from Mrs. Mangalam Iyer regarding BSE waiving off all the penalties levied up to June, 2020 quarter - for non-compliances u/Reg. 17 (1) – Board of Directors -Composition (which obviously follows compositions of the other Board Committees) , as given below.

Hence we hereby make a request with you that, your mail dt.17-11-2020 from Ms. Chandni Thakkar from BSE needs to be relooked into for its complete waiver thereof. And oblige.

Further in view of the Covid-19 pandemic and lockdowns, existed till Sept., 2020 across our nation, have resulted into MCA, SEBI, BSE Issuing various relaxations, extension of time etc. similarly BSE may consider leniently the Govt.'s processes for the appointment of Board of Directors on our company board resulting into delays thereof may please be considered for relaxations and waiving off the penalties for such non-compliances.

Please look into the subject positively for total waiver off all the fines and penalties thereof considering the ABOVE SUBMISSIONS.

Thanks,.

CS, HOCL.

Dt.: 18-11-2020

BSE Mail of 24-09-2020 -reg. waiver of Penalties levied on HOCL U/Regn.17 etc. :

From: Mangalam.lyer@bseindia.com <Mangalam.lyer@bseindia.com>

Sent: 24 September 2020 11:42

To: CS Susheela S Kulkarni <cs@hoclindia.com>

Cc: bse.soplodr@bseindia.com

Subject: Waiver of fine levied pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 (erstwhile SEBI circular CIR/CFD/CMD/12/2015 dated November 30, 2015).

To,

The Company Secretary/ Compliance Officer

Company Name: HINDUSTAN ORGANIC CHEMICALS LTD

Scrip Code: 500449

Dear Sir / Madam,

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This is with reference to the company's letter / mail requesting waiver for fine imposed for late / noncompliance with following provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/ erstwhile Listing agreement.

Fine levied for	Regulation of SEBI (LODR) Regulation, 2015
Dec-18 Mar-19 Sep-19 Dec-19 Mar-20 June-20	Reg 17- Board of Director

In this regard, company's representation for waiver of fine was placed before the "Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)".

The Committee after considering the facts of the case and the company's representation decided to **waive the fines** levied for non compliance under of SEBI (LODR) Regulations, 2015 for the aforesaid Regulation.

Yours faithfully,

**Abhijit
Pai
Dy.
Manager**
Listing Compliance

Mangalam Iyer
General Assistant Manager
Listing Compliance

Regards,
Mangalam Iyer
Assistant Manager
Listing Compliance

BSE Limited, P J Towers, Dalal Street, Mumbai -400001, India
Phone (Direct) : 22 22725780

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सादर Regards,

सुशीला एस कुलकर्णी Susheela S. Kulkarni
[B.Com,M.Com,FCS LLB,MBA(Fin.)]

सी जी एम और कंपनी सचिव, HOCL;C.G.M.& Company Secretary, HOCL;

संपर्क नं . Contact Nos. Dir. No. 022-27575272 ; (Other-022-27575269); मोबाइल Mobile No. :09892608710

हिंदुस्तान ऑर्गेनिक केमिकल्स लिमिटेड

Hindustan Organic Chemicals Ltd

भारत सरकार का उद्यम A Govt of India Enterprise

Office Nos.:401,402,403, 4th Floor, V Times Square, Sector-15, CBD, Belapur, PIN: 400614

कार्यालय नं .: ४०१,४०२,०१४, ४ वीं मंजिल, वी टाइम्स स्क्वायर, सेक्टर -१५, सीबीडी, बेलापुर, पिन: ४००६१४

HINDUSTAN ORGANIC CHEMICALS LIMITED
BOARD OF DIRECTORS AS ON 31-12-2020 / 04/01/2021

Sl. No.	Name of Director	Place of Posting	PAN & DIN	Office Address
1	Shri S.B. Bhide Chairman & Managing Director, Hindustan Organic Chemicals Ltd. (HOCL) ; Email id : cmd@hoclindia.com;	HOCL Corporate & Registered Office at 401,402,403, VTimes Square, Sector 15, CBD Belapur.400614	AARPB2680A & 05323535	HOCL Registered Office & Corporate Office at :4 th Floor, Office Nos. 401, 402, 403, V Times Square, Sector 15, CBD Belapur.400614
2	Ms. Alka Tiwari, AS&FA, Government (Nominee) Director, HOCL, Email id : Alka Tiwari, AS&FA dof tiwari.alka@gov.in;	AS & FA Ministry of Chemicals & Fertilisers, GOI	AAKPT4240R & 03502306	Room No. 222, C.A.Wing, Deptt.Of Chemicals & Petrochemicals, Shastri Bhavan, Dr. Rajendra Prasad Road, New Delhi 110 001.
3	Shri Samir Kumar Biswas, Additional Secretary, Government (Nominee) Director, HOCL Email id: samir.biswas@nic.in;	A.S. (Chemicals), DCPC, M. of C&F, GOI	ACPPB5111N & 01664091	Additional Secretary, Room no.340 C, A Wing Deptt. of Chemicals & Petrochemicals Shastri Bhavan, Dr.Rajendra Prasad Road New Delhi 110 001.



(Mrs. Susheela S. Kulkarni)
Company Secretary