



पंजीकृत कार्यालय तथा फैक्टरी : पो. ऑ. रसायनी, जिला रायगड, महाराष्ट्र, भारत, पिन - ४१० २०७.
टेलीफोन / Tel. : ९१ - ०२१९२ - २५८५०० / ०१ / ०२ फैक्स / Fax : ९१-०२१९२-२५८५०३
Regd. Office & Factory : P. O. Rasayani, Dist. Raigad, Maharashtra, India, PIN - 410 207.
Website : www.hocl.gov.in

हिन्दुस्तान ऑर्गेनिक केमिकल्स लिमिटेड

(भारत सरकार का उद्यम)

HINDUSTAN ORGANIC CHEMICALS LIMITED

(A Govt. of India Enterprise)

CIN: L99999MH1960GOI011895

HOC/SEC/56 AGM/2017/8.11

Date: 19th August, 2017

Fax No. 022-2723121/3719/2037/2039/2041/2061

To

Bombay Stock Exchange Limited,
25th floor, Corporate Relationship Deptt.
Pheroze Jeejeebhoy Towers,
Dalal Street, **Mumbai - 400 023.**

Kind attn.: Shri Robert A.Y.
DCS - CRD

Dear Sir,

Sub : Notice of 56th Annual General Meeting of our Company and Intimation of Book closure for the purpose of 56th AGM of our Company.

Ref : Regulation 42(2) to (4) of the LODRRS .

Notice is hereby given that the 56th Annual General Meeting of the Members of the Company will be held on **Wednesday, the 27th September, 2017 at 3.00 p.m.** at the Registered Office of the Company, at Rasarang Hall, Dr. Kasbekar Park, Rasayani, Dist. Raigad - 410207, to consider the ordinary business, including among other things to receive and adopt the Audited, Statement of Profit & Loss of the Company for the year ended 31st March, 2017 and the Audited Balance Sheet as on that date together with the Directors' Report and Auditors' Report thereon as given in the AGM Notice which is enclosed herewith.

Pursuant to Regulation 42(2) to (4) of the LODRRs with the Stock Exchanges, notice is hereby given that the Register of Members and Share Transfer Books of the Company will be closed **from Wednesday, the 20th September, 2017 to Wednesday, the 27th September, 2017** (both days inclusive) for the purpose of 56th Annual General Meeting of the Members of the Company, scheduled to be held on Wednesday, the 27th September, 2017.

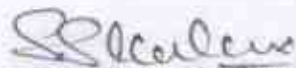
This is for your information and records please.

Kindly acknowledge the receipt.

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

NOTICE

Notice is hereby given that the 56th Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, the 27th September, 2017 at 3.00 p.m. at the Registered Office of the Company at RASRANG HALL, Dr. Kasbekar Park, Rasayani, Dist. Raigad, 410 207 to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and to adopt the (Standalone & Consolidated) Audited Statement of Profit & Loss of the Company for the period from 1st April, 2016 to 31st March, 2017 and the Audited Balance Sheet as at 31st March, 2017 together with the Directors' Report and the Auditors' Report thereon.
2. To Re-appoint Shri Samir Kumar Biswas, J.S., as per GOI Order, who retires at this AGM and being eligible offers himself for re-appointment.
3. To Re-appoint Ms. Meenakshi Gupta, AS&FA, as per GOI Order, who retires at this AGM and being eligible offers herself for re-appointment.
4. To authorise and to ratify the actions of the Board of Directors of the Company to fix the remuneration of the Statutory Auditors and Branch Auditors of the Company as may be appointed by the C&AG, for the FY 2017-18.

SPECIAL BUSINESS:

5. To ratify the actions of the Board of Directors of the Company for appointment and remuneration of M/s. BBS& Associates, Cost Accountants, Kochi as Cost Auditors of Kochi Unit & Rasayani Unit of the Company for the FY 2017-18 and to pass the resolutions.

By Order of the Board of
Hindustan Organic Chemicals Ltd.

Sd/-

(Mrs. Susheela S. Kulkarni)
Company Secretary

Place : Rasayani
Date : 19/07/2017

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

NOTES

1. A MEMBER 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.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 5 is appended to this Notice.
3. Members may also note that with effect from 1st April, 2016 Company has appointed new Registrar and Share Transfer Agents (RTA) viz. M/s. Bigshare Services Pvt. Ltd., and with effect from June 27, 2017, their Office has been shifted to new address as 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
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, the 20th September, 2017 to Wednesday, the 27th September, 2017 (both days inclusive)**. The book closure dates have been fixed in consultation with the Stock Exchanges.
5. Members/Proxies should bring their attendance slip, duly filled in, at the meeting.
6. Members are requested to intimate immediately any change in their addresses registered with the Company.
7. Members, who hold shares in the dematerialised form, are requested to bring their depository account number for identification.
8. As per Section 101 and 138 of the Companies Act, 2013 read together with the Rules made thereunder, electronic copies of the Annual Report 2016-2017 and the Notice of the 56th 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 2016-2017 and the Notice of the 56th AGM are sent in physical mode.
9. Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.
10. 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 Members 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 Limited (CDSL).

Place : Rasayani
Date : 19/07/2017

Sd/-
(Mrs. Susheela S. Kulkarni)
Company Secretary



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 Dahiya**, Deputy Manager, (CDSL) Central Depository Services (India) Limited, 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdsindia.com or call 18002005533.

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

(A) The voting period begins on Friday, the 22nd September, 2017 at 09.00 a.m. and ends on Tuesday, the 26th September, 2017, 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes member of the Company after 16th August, 2017, i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2017, and not updated their PAN may obtain the login ID and sequence number by sending a request at investor@hoshareonline.com

Log on to the e-voting website www.evotingindia.com

Click on "Shareholders" tab.

Now, select "Hindustan Organic Chemicals Limited" from the drop down menu and click on "SUBMIT"

Now Enter your User ID

- For CDSL: 16 digits beneficiary ID;
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- Members holding shares in Physical Form should enter Folio Number registered with the Company;

- Next enter the Image Verification as displayed and Click on Login.

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.

- If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 | <ul style="list-style-type: none"> Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio 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. |

- After entering these details appropriately, click on "SUBMIT" tab.

- Members 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.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- Click on the EVSN of "Hindustan Organic Chemicals Limited" on which you choose to vote.

- 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.

- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- 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.

- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.

- 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 <http://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@cdsindia.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.

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.

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".

The 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.

The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of Annual General Meeting.

M/s.S.N.Ananthasubramanian & Co., Company Secretaries have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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 scrutinizer@snaco.net and to Company at ca@hodlindia.com.

We may segregate these points under the head "Declaration of Results"

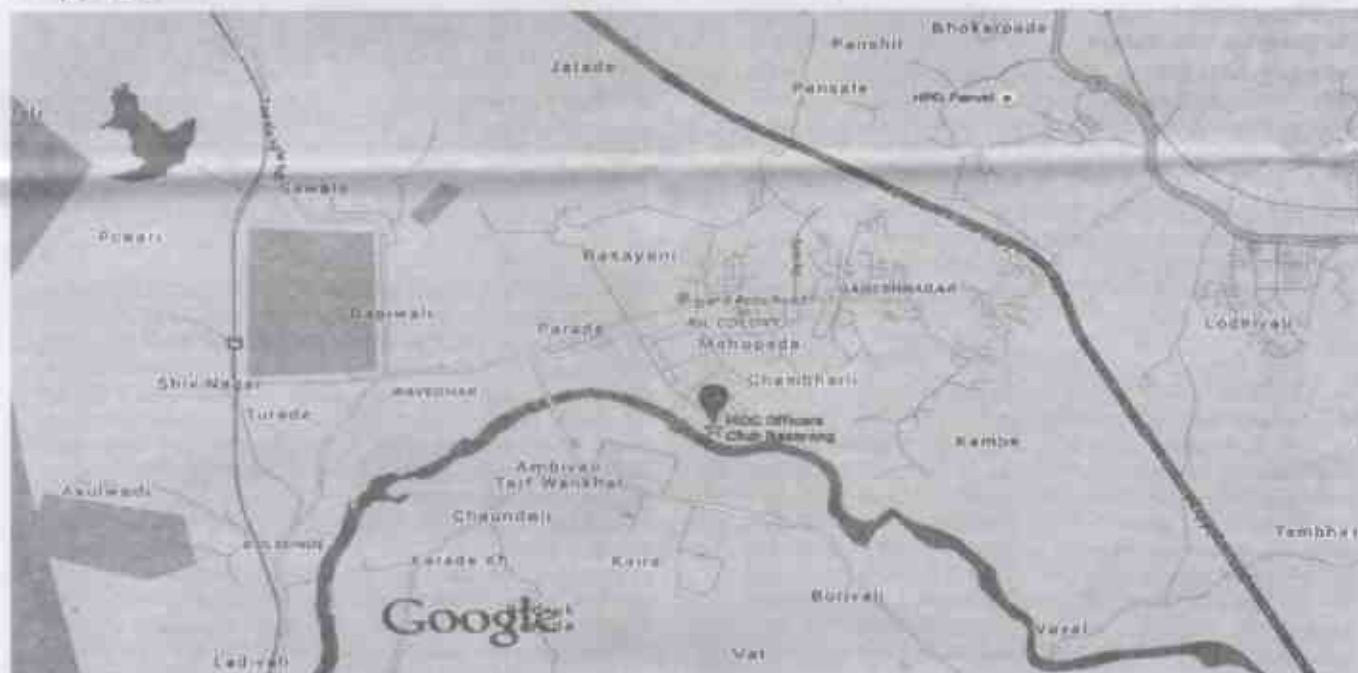
(B) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later 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.

(C) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hodl.gov.in and on the website of CDSL 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.

All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Deputy Manager, (CDSL) Central Depository Services (India) Limited, 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

(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

- i. The Business relating to appointment of Cost Auditors and to fix the remuneration of Cost Auditors of the Company in future years, by the Board of Directors as they deem appropriate and to communicate the same to the Central Government pursuant to the Companies Act, 2013 and as per the rules prescribed therein, are in the nature of special businesses requiring explanatory statements pursuant to Section 102 of the Companies Act, 2013 as these items do not come under the Ordinary Businesses of the AGM.
- ii. Further the Board of Directors at their Board Meeting held on 29th May, 2017 have approved and appointed the same cost auditors of the previous years as the cost auditors for the year 2017-18 also and at the same fees as that of previous year (2017-18).
- iii. However, as these actions of the Board of Directors regarding appointments of and payment of remuneration /fees to the cost auditors requires approval and ratification of the shareholders at their general meeting, corresponding item is put up in Item No.5 above before the shareholders.
- iv. The Cabinet Committee on Economic Affairs approved for the closing down of the operations of Rasayani unit in its meeting held on 17-05-2017. They have also approved for the sale of 442 acres of land to BPCL which includes the present administrative block. Kochi unit of the company will continue and therefore, the Board has decided in its meeting held on 29/05/2017 to appoint one cost auditor for both Kochi Unit & Rasayani Units of the company for the year 2017-18.
- v. For the year 2017-18, M/s. BBS & Associates, Kochi, cost accountants have agreed to do the cost audit at the same rates, terms & conditions as that of last year (i.e. 2016-17). The products to be covered for Rasayani Unit will include (1). Nitrobenzene (previous year data only) and (2). Others (Concentrated Nitric Acid (C N A) & Dinitrogen Tetroxide (N₂O₄)). Accordingly the Board of Directors of your company have approved the proposal of appointment of M/s.BBS & Associates, Cost Accountants for audit of Cost accounts of HOCL and issue of Compliance Certificate for the year 2017-18 at a total fee of Rs.72,000/- [Rs.42000 (Kochi) + Rs.20000 (Rasayani)+ Rs.10000 (XBRL Filing)] and Rs.13000/- towards out of pocket expenses plus taxes as applicable for Kochi and Rasayani Units.
- vi. The said proposal as Special Business item is put up in Item No. 5 for approval of the shareholders of the Company and for ratification as per procedure.
- vii. None of the Directors and the Company Secretary (KMPs) is concerned or are interested in the Proposed Resolutions except to the extent of Shares held by them in their individual capacity.

By Order of the Board of
Hindustan Organic Chemicals Ltd.

Sd/-
(Mrs. Susheela S. Kulkarni)
Company Secretary

Place : Rasayani
Date : 19/07/2017
Registered Office :
P.O. Rasayani, Dist. Raigad
Maharashtra, 410207.



HINDUSTAN ORGANIC CHEMICALS LIMITED

[CIN L99999MH1960GOI011895]

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

E-mail ids: corporate.cs@hoclindia.com; helpdesk.evoting@cdslindia.com; investor@bigshareonline.com

Website: www.hoclindia.in; URL: <https://www.evotingindia.com>

NOTICE

NOTICE is hereby given that the 56th Annual General Meeting (AGM) of the Members of Hindustan Organic Chemicals Limited will be held on **Wednesday, the 27th September, 2017 at 3.00 p.m.** at the Registered Office of the Company at RASRANG HALL, Dr. Kasbekar Park, Rasayani, Dist. Raigad - 410 207 to transact the Ordinary Businesses and Special Businesses as mentioned in the AGM Notice, which is being posted to the members and posted thereafter, the 56th Annual Report of the Company for the year 2016-17.

NOTICE is also hereby given that the E- Voting in connection with the 56th AGM of the Members of Hindustan Organic Chemicals Limited [HOCL] commences from **Friday, the 22nd September, 2017 and ends on Tuesday, the 26th September, 2017.** During this period Shareholders of the Company holding shares either in physical form or in dematerialised form (as on cutoff date on 20-09-2017) may cast their vote electronically. The E- Voting module will be disabled by CDSL for e-voting thereafter. Once the Vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The detailed 56th AGM Notice containing the Ordinary Businesses, Special Businesses & Resolutions to be passed thereat (as appended herewith below) along with other relevant Notes on E- VOTING, Explanatory Statements thereof and 56th Annual Report for F.Y. 2016-17 is individually dispatched to all the Shareholders of the Company by Registered / Speed Post and in pursuant to the provisions of the Companies Act, 2013 and Rules there under and a copy of the said 56th AGM Notice is also placed and available at HOCL website at www.hoclindia.com

Resolutions to be passed at the 56th AGM are as follows:

ORDINARY BUSINESS:

1. To receive, consider and to adopt the (Standalone & Consolidated) Audited Statement of Profit & Loss of the Company for the period from 1st April, 2016 to 31st March, 2017 and the Audited Balance Sheet as at 31st March, 2017 together with the Directors' Report and the Auditors' Report thereon.
2. To Re-appoint Shri Samir Kumar Biswas, J.S., as per GOI Order, who retires at this AGM and being eligible offers himself for re- appointment.
3. To Re-appoint Ms. Meenakshi Gupta, AS&FA, as per GOI Order, who retires at this AGM and being eligible offers herself for re-appointment.
4. To authorise and to ratify the actions of the Board of Directors of the Company to fix the remuneration of the Statutory Auditors and Branch Auditors of the Company for the FY 2017-18 appointed by the C&AG.

SPECIAL BUSINESS:

5. To ratify the actions of the Board of Directors of the Company for appointment and remuneration of M/s. BBS& Associates, Cost Accountants, Kochi as Cost Auditors of Kochi Unit & Rasayani Unit of the Company for the FY 2017-18 and to pass the resolutions.

NOTICE is also hereby given pursuant to Regulation 42(2) to (4) of the LODRRs, the Register of Members and Share Transfer Books of the Company will be closed from **Wednesday, the 20th September, 2017 to Wednesday, the 27th September, 2017** (both days inclusive) for the purpose of 56th AGM of the Company

A MEMBER 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 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.

**By Order of the Board of
Hindustan Organic Chemicals Limited**

Place : Rasayani
Date : 19/07/2017

Sd/-
(Mrs. Susheela S. Kulkarni,
Company Secretary