



HINDUSTAN ORGANIC CHEMICALS LIMITED

[CIN L99999MH1960GOI011895]

Registered Office: P.O. Rasyani, Dist. Raigad, Maharashtra, Pin- 410207.

NOTICE

Notice is hereby given that the 57th Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, the 26th September, 2018 at 3.00 p.m. at RASRANG HALL, Dr. Kasbekar Park, Rasayani, Dist. Raigad, 410 207 to transact the following:-

ORDINARY BUSINESS:

1. To consider and to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as at 31st March, 2018, 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 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 approve the remuneration of
 - i. Rs.1,75,000/- to be paid to M/s. M. B. Agrawal & Co., Chartered Accountants, Mumbai (Firm Registration Number [B00292]) appointed as Statutory Auditor by C&AG for the Financial Year 2018-19; and
 - ii. Rs.1,56,000/- to be paid to M/s.BSJ & Associates, Chartered Accountants, Kochi (Firm Registration Number [SR1972]) appointed as Branch Auditor by C&AG for the Financial Year 2018-19

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 2018-19.

SPECIAL BUSINESS:

5. **To consider and approve the appointment and remuneration of M/s. BBS& Associates, Cost Accountants, Kochi as Cost Auditors of Kochi Unit & as lead cost auditors of the Company for the FY 2018-19 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 of Rs. 42,000/- plus applicable taxes and Rs.5,000/- towards out of pocket expenses for the financial year ending 31st March 2019 to M/s. BBS & Associates, Cost Accountants, Kochi (Firm Registration No. [17045]) as Cost Auditors of Kochi Unit & as lead Cost Auditors of the Company who were appointed to conduct cost records maintained by the Company for the Financial Year 2018-19.

6. **To consider and to approve the proposal of Shifting the Registered Office of the Company from Rasayani in the state of Maharashtra to Office at :401,402,403, 4th Floor, V Times Square, Plot No.3, Sector-15, CBD Belapur, Navi Mumbai, 400614, also in the state of Maharashtra and if thought fit to pass the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 12 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to shift the Registered Office of the Company from P.O. Rasayani, Panvel Taluka, District Raigad, PIN-410207, Maharashtra to HOCL, Office Nos. 401, 402, 403, 4th Floor, "V-TIMES SQUARE", Plot No.3, Sector-15, CBD, Belapur, Navi Mumbai, PIN-400614, Maharashtra within the jurisdiction of Registrar of Companies, Mumbai."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Chairman & Managing Director or the Company Secretary of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds and things as may be deemed necessary, proper or desirable and to sign, execute all necessary documents, applications and returns for purpose of giving effect to the above resolution and to file necessary forms with Ministry of Corporate Affairs (MCA) and /or Registrar of Companies (ROC), Mumbai."

7. **To consider and approve the proposal - To keep Company's Common Seal and other Records, various Registers, Books of Accounts, Copies of Returns, etc., at the Corporate Office of the Company at CBD, Belapur, Navi Mumbai or at the office of the Registrar and Share Transfer Agent at Mumbai. (i.e. place other than Registered Office, where the Company's Shares related Registers, returns and other documents/e-documents are kept) and if thought fit to pass the following Resolution as an Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act and relevant Rules applicable, if any, the consent of the Members of the Company be and is hereby accorded to keep Company's Common Seal and other Records, various Registers, Books of Accounts, Copies of Returns, etc., the Register of Members and other registers/records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Corporate Office of the Company situated at HOCL, Office Nos. 401, 402, 403, 4th Floor, "V-TIMES SQUARE", Plot No.3, Sector-15, CBD, Belapur, Navi Mumbai, PIN-400614 or at the office of Registrar and Share Transfer Agent at Mumbai. (i.e. place other



than Registered Office where the Company's Shares related Registers, returns and other documents /e-documents are kept)" ;

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Chairman & Managing Director or the Company Secretary be and is hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution."

8. **To consider and subject to Government approval to approve the proposal for Sale of HOCL land at Rasayani admeasuring 16800 Sq. ft. area situated at village Dapivali, Taluka Panvel, Dist. Raigad, to M/s Indian Oil Corporation Ltd. (IOCL) as 'as is where is basis', at consolidated sale amount of Rs. Rs.75,00,000/- [for outright purchase of 16800/- Sq. ft. land by IOCL] and if though fit to pass the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions and Rules made thereunder and subject to approval of the Government, the approval of the Members be and is hereby accorded for the Sale of HOCL land at Rasayani admeasuring 16800 Sq. ft. situated at village Dapivali, Taluka Panvel, Dist. Raigad, to M/s Indian Oil Corporation Ltd. (IOCL) as 'as is where is basis', at consolidated sale amount of Rs. Rs.75,00,000/- (Rupees Seventy-five lakhs only) [for outright purchase of 16800/- Sq. ft. land by IOCL]."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company including the Chairman and Managing Director or Mrs. Susheela S. Kulkarni, the Company Secretary or Mr. Rajesh Kumar, DGM (P&A, Hort.) of the Company be and are hereby authorized to take necessary steps in respect of sale of land at Rasayani to IOCL and authorized to take all such other related actions as may be required to give effect to these resolutions."

**By Order of the Board of
Hindustan Organic Chemicals Ltd.**

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

**Place : Rasayani
Date : 10/08/2018**

**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 [10%] 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. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 5, 6, 7 and 8 are appended to this Notice.
3. Members may also note that Bigshare Services Pvt. Ltd, the Company, Registrar and Transfer Agents have shifted their office with effect from June 27, 2017, to a new address as follows :

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 57th AGM Notice.

Important information:

- i) 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)
- ii) 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed **from Thursday, the 20th September, 2018 to Wednesday, the 26th September, 2018 (both days inclusive).**
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, their PAN , KYC details immediately to the RTAs [as above in note no.3] as per RTA's letter attached to this 57th AGM Notice.
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 136 of the Companies Act, 2013 read together with the Rules made thereunder, electronic copies of the Annual Report 2017-2018 and the Notice of the 57th 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 2017-2018 and the Notice of the 57th AGM are sent in physical mode.
9. 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 (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, Mafatlal 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 21st September, 2018 at 09.00 a.m. and ends on Tuesday, the 25th September, 2018 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 20th September, 2018, 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 member of the Company after 24th August, 2018, i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2018, 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).

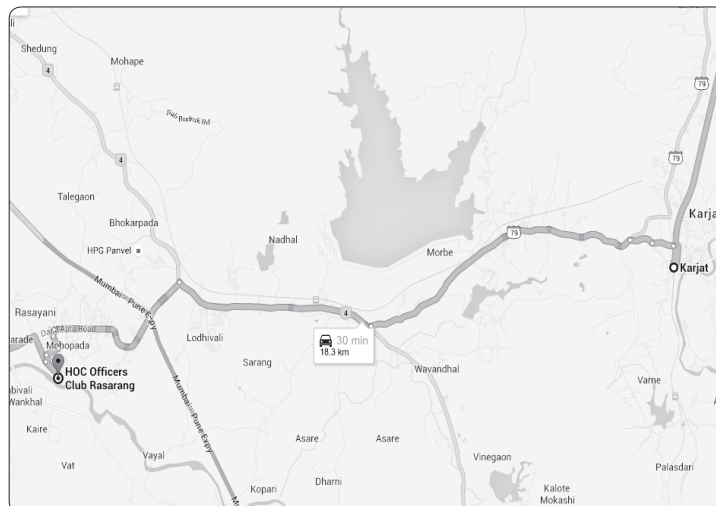
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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.
- (ix) For Members 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 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.Kaushik Jhaveri &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.
- (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 Kaushik Jhaveri (kaushikjhaverics1@gmail.com) and to Company at cs@hoclindia.com;

Declaration of Results

- (I) 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.
- (J) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.hocl.gov.in 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.
- (K) 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, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- (L) The map for location of venue of AGM is given below.:





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 29/05/2018 to appoint cost auditor for Kochi Unit of the company for the year 2018-19.

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 2018-19 at a remuneration of Rs. 42,000/- plus taxes and out of pocket expenses at Rs.5,000/- for travelling, boarding/lodging, if any.

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.

Item Nos.6 & 7 of the Notice

Resolution No. 6

- i) In pursuance of the Govt. directions and with the prior approval of the shareholders of the Company, the operations of the Company's Rasayani Unit have closed down and consequently except CNA/N2O4 Plant all other plants have been disposed off and presently the company is in the process of sale of Land at Rasayani Unit etc., as per directions and approvals thereof.
- ii) Further as per BPCL Officials earlier communications, recently some of the BPCL Officials have already occupied the Rasayani Office since mid of June, 2018 and they have also made necessary arrangements including engaging /deputing their separate security agency w.e.f. July, 2018 at the Rasayani factory area of land which was already sold to BPCL.
- iii) Moreover, HOCL officials have also requested ISRO management to set up their required facilities and utilities etc. for their CNA Plant at the earliest and to take complete charge of CNA Plant as HOCL support services to ISRO [for their CNA Plant and manpower] would end in August, 2018.
- iv) Accordingly the Board of Directors considering the fact that, as at present the transfer/sale of Company's various properties at Rasayani Unit is in the process and therefore for administrative conveniences, as it is not only economical but also time saving in view of the present time constraints/time limits for pursuing the various scheduled Restructuring plans of HOCL as per Govt. directions and DPE Guidelines, the Board at their meeting held on 29-05-2018 recommended the proposal to shift Company's Registered Office to [Company's Corporate Office premises] at Office Nos. 401, 402, 403, 4th Floor, "V-TIMES SQUARE", Plot No.3, Sector-15, CBD, Belapur, Navi Mumbai, PIN-400614.

Pursuant to Section 12 of the Companies Act, 2013, as the proposed shifting will entail relocation of the Registered Office from Rasayani in the district of Raigad to Belapur in the District of Thane, approval of Members by way of Special Resolution is required to be obtained.

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 6 except to the extent of Shares held by them in their individual capacity.

Resolution No. 7

- i) With the proposed relocation of the Registered Office, the Company also proposes to place the Register of Members of the Company and other registers/records to be maintained under Section 88(1) of the Act to be kept at the office of the Registrar and Share Transfer Agent at Mumbai. (i.e. place other than Registered Office, where the Company's Shares related Registers, returns and other documents/e-documents are kept).



- ii) and also to maintain & keep the Company's Common Seal and other Records, various Registers, Books of Accounts, Copies of Returns, etc. and copies of the Annual Returns filed under Section 92 of the Act at the Company's said Registered Office [also the Corporate Office] of the Company situated at HOCL, Office Nos. 401, 402, 403, 4th Floor, "V-TIMES SQUARE", Plot No.3, Sector-15, CBD, Belapur, Navi Mumbai, PIN-400614, both within the same ROC, Mumbai, in the same State of Maharashtra.

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 7 except to the extent of Shares held by them in their individual capacity.

Item No. 8 of the Notice

- i) Presently, HOCL land admeasuring 16800 Sq. ft. situated at village Dapivali, Taluka Panvel, Dist. Raigad, was allotted on lease to M/s Indian Oil Corporation Ltd. (IOCL) for their existing retail outlet M/s Vivek Automobiles at Rasayani.
- ii) As per the Company's [HOCL] restructuring plan approved by the Government of India on 17th May,2017, it was decided to close the operations of Rasayani Unit and sale of the assets of Rasayani Unit including land. Company [HOCL] had written a letter to M/s IOCL on 17-01-2018 to give their best offer for the purchase of the said land.
- iii) Accordingly the Board of Directors at their meeting held on 10-08-2018 had approved the proposal and recommended the said proposal, viz. for Sale as '*as is where is basis*' of Company's [HOCL] land at Rasayani admeasuring 16800 Sq. ft. situated at village Dapivali, Taluka Panvel, Dist. Raigad, to M/s Indian Oil Corporation Ltd. (IOCL) for an amount of Rs.75,00,000/-[Rupees Seventy Five Lakhs only] subject to approval of the Govt. of India and NOC from the State Government and to pass the resolutions as mentioned in item No. 8 in the Notice.

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

The Directors recommend this resolution for approval of shareholders.

- vii) None of the Directors and the Company Secretary (KMPs) are concerned or interested in the Resolution as set out in Item 8 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
[FCS 5145]**

**Place : Rasayani
Date : 10/08/2018**

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



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	:	P.O. Rasayani, Dist. Raigad, Maharashtra, Pin- 410207.		
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		Or failing him
	Signature		
2.	Name		
	Address		
	E-mail ID		Or failing him
	Signature		
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 **57th Annual General Meeting** of the Company to be held on **Wednesday, 26th September, 2018 at 3.00 p.m. at RASRANG HALL, Dr. Kasbekar Park, Rasayani, Dist. Raigad – 410 207** and at my adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

Resolution No.	Particulars
1.	To consider & to adopt the Standalone & Consolidated Audited Financial Statements comprising the Balance Sheet as at 31 st March,2018, the Profit & Loss Account for the Year ended on that, Cash Flow Statement, Schedules & Notes to Accounts, attached thereto, together with Directors' Report & the Auditors' Report along with the Report of the Comptroller & Auditor General.
2.	To Re-appoint Shri Samir Kumar Biswas, J.S.,as per GOI Order,who retires at this AGM & 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 approve the Remuneration of: i. Rs.1,75,000/- to be paid to M/s. M.B.Agrawal & Co., Chartered Accounts, Mumbai (Firm Registration Number [B00292] appointed as Statutory Auditor by C&AG for the Financial Year 2018-2019; and ii. Rs.1,56,000/- to be paid to M/s.BSJ & Associates, Chartered Accountants, Kochi (Firm Registration Number [SR1972]) appointed as Branch Auditor by C&AG for the Financial Year 2018-2019 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 F.Y 2018-2019.
5.	To consider and approve the appointment and remuneration of M/s. BBS& Associates, Cost Accountants, Kochi as Cost Auditors of Kochi Unit (Firm Registration NO. 17045) & as lead cost auditors of the Company for the FY 2018-19 and if thought fit to pass a Resolution as an Ordinary Resolution
6.	To consider & to approve the proposal for shifting the Registered Office of the Company from P.O. Rasayani, Panvel Taluka, District Raigad, PIN-410207, Maharashtra to HOCL, Office Nos.: 401,402,403,4 th Floor, "V- Times Square", Plot No.3 ,Sector-15, CBD, Belapur, Navi Mumbai- 400614, Maharashtra within the Jurisdiction of Registrar of Companies, Mumbai and if thought fit to pass the Resolution as Ordinary Resolution.
7.	To consider & approve the proposal - To keep Company's Common Seal & other Records, various Registers, Books of Accounts, Copies of Returns, etc., at the Corporate Office of the Company at HOCL, Office Nos.: 401,402,403,4 th Floor, "V- Times Square", Plot No.3 ,Sector-15, CBD, Belapur, Navi Mumbai- 400614, Maharashtra or at the Office of the Registrar & share Transfer Agent at Mumbai.(i.e. place other than Registered Office, where the Company's Shares related Registers, Returns & other documents/e-documents are kept) and if thought fit to pass the Resolution as an Ordinary Resolution
8.	To consider and subject to Government Approval to approve the proposal for sale of HOCL land at Rasayni admeasuring 16800 Sq.ft. situated at village Dapivali , Taluka Panvel, Dist.Raigad, to M/s Indian Oil Corporation Ltd.(IOCL) as 'as is where is' basis, at consolidated sale amount of Rs.75,00,000/- [for outright purchase of 16800/- Sq.ft. land by IOCL], and if thought to be fit to pass the Resolution as Ordinary Resolution

Signed this _____ day of _____, 2018.

Affix
Revenue
Stamp

Signature of the Shareholder: _____

Signature of the Proxy : _____

- 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 57th Annual General Meeting.