पंजीकृत कार्यालय तथा फैक्टरी : पो. ऑ. रसायनी, जिला रायगड, महाराष्ट्र, भारत, पिन - ४१० २०७.
टेलीफोन / Tel. : 91 - 02192 - 258500 / 01 / 02 फैक्स / Fax : 91-02192-258503
Regd. Office & Factory : P. O. Rasayani, Dist. Raigad, Maharashtra, India, PIN - 410 207.
Website : www.hocl.gov.in

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

HOC/SEC/55 AGM/2016/10.26

3rd October, 2016

Fax No.:022-26598237/38

To
The Manager,
National Stock Exchange of India Ltd.,
"Exchange Plaza", C-1, Block G,
Bandra - Kurla Complex,
Bandra (East),
MUMBAI - 400 051.

Dear Sir,

Sub: Proceedings of the 55th Annual General Meeting in Form No.MGT 15

Pursuant to Section 121(1) and Rule 31 (2) of the Companies Act, 2013 enclosed herewith Form No. MGT 15 , Form for filing Report on 55th Annual General Meeting of our Company held on Thursday, the 29/09/2016 .

Kindly take the same on your records and acknowledge.

Thanking you,

Yours faithfully,
For Hindustan Organic Chemicals Ltd.,

(Mrs. Susheela S. Kulkarni)
Company Secretary

Encl. As above.

कोची ईकाई : अम्बलमुगल, जि. एर्णाकुलम, केरल, पिन - ६८२ ३०२. टेलीफोन / Tel. : (0484) 2720911 / 12 / 13 फैक्स / Fax : (0484) 2720893
Kochi Unit : Ambalamugal, Dist. Ernakulam, Kerala, PIN - 682 302, Website : www.hoclkochi.com

Form No. MGT 15 :

Form for filing Report on Annual General Meeting

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

1. (a) CIN: L99999MH1960GOI011895

   (b) GLN : Not Applicable.

2. (a) Name of the company : **Hindustan Organic Chemicals Limited**

   (b) Registered office address : Post Rasayani, Dist-Raigad, Raigad, Maharashtra, 410207

   (c) E-mail id : cs@hoclindia.com

3. **Details of the meeting:**

   (i) day, date, hour of the annual general meeting: **Thursday, 29th September, 2016, at 3.00 p.m.**

   (ii) venue of the annual general meeting: RASRANG HALL, Dr. Kasbekar Park, Rasayani, Dist. Raigad – 410 207

   (iii) whether chairman of the meeting appointed: CHARIMAN OF THE COMPANY WAS APPOINTED AS THE CHAIRMAN OF THE MEETING;

   (iv) number of members attending the meeting: 85 Shareholders holding 39500427 No. of shares

   (v) whether the requisite quorum is present: YES

   (vi) business transacted at the meeting and result thereof: EXCLUDING ITEM NO.1 REG. AUDITED ANNUAL ACCOUNTS FY 2015-16 , 3 ORDINARY BUSINESS AND 2 SPECIAL BUSINESS WERE PASSED WITH ADEQUATE MAJORITY;

4. **Fair summary of proceedings of the meeting.**

A brief summary of the resolutions passed through E-voting and Poll, are as under:

Company Secretary, Mrs.Susheela S. Kulkarni welcomed the Chairman & Managing Director, other Directors of the Company, other dignitaries, Shareholders present and the special invitees at the meeting

Shri S.B.Bhide, Acting Chairman & Managing Director of the Company, appointed as Chairman of the 55th Annual General Meeting presided over the Meeting.

After confirming that adequate quorum was present Chairman called the meeting to order and declared that the meeting was duly convened and commenced the proceedings

Chairman, S.B.Bhide, Acting Chairman & Managing Director , announced that as HOCL is a listed Company, (listed with BSE &NSE) and now, pursuant to the New Companies Act, 2013, at any general meeting/s of the listed Companies, the 4 Ordinary and 2 Special Business will be decided by Voting by (a) E- Voting and by (b) Poll at the 55th AGM.

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

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

[S.B.Bhide]
Signed and dated by Chairman of the meeting :

Date: 1-10-2016
Place: Navi Mumbai

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

Business of the Meeting

ORDINARY BUSINESS:

1. To receive, consider and to adopt the Audited, Statement of Profit & Loss of the Company for the period from 1st April, 2015 to 31st March, 2016 and the Audited Balance Sheet as at 31st March, 2016 together with the Directors' Report and the Auditors' Report thereon.:- ***Pending receipt of Comments of the C&AG, the proposed*** **ordinary resolution could not be passed and therefore this item *on Audited Accounts for the FY 2015-16 has been adjourned to a (special) general meeting to be held post receipt of CAG Comments*.**
2. To re-appoint Shri Samir Kumar Biswas, JS (Chem.) (as per GOI Order dated 06-09-2016), as part time Govt. Nominee Director. :- **ordinary resolution passed with requisite majority.**
3. To appoint Shri Dinesh Kumar, Director, DC&PC, , JS, (as per GOI Order dated 07-09-2016) in place of Shri Sunil Kumar Sharma, Director, DC&PC, as part time Govt. Nominee Director w.e.f.29-09-2016. :- **ordinary resolution passed with requisite majority.**
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 2016-17 appointed by the C&AG :- **ordinary resolution passed with requisite majority.**

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 and M/s. V.J.Talati & Co. Cost Accountants, Mumbai as Cost Auditors of Kochi Unit & Rasayani Unit of the Company, respectively for the FY 2016-17 by the Board of Directors of the Company. :- **ordinary resolution passed with requisite majority.**
6. To consider and to approve and ratify the actions of utilization pattern of Govt. Guaranteed, Rs. 150 Crore HOCL Bonds under Sr. XXI(21): - **ordinary resolution passed with requisite majority.**

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

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 email sna@snaco.net : website:www.snaco.net

Item No. 2: Re-appointment of Shri Samir Biswas as a Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	13,626	45	3,94,90,072	61	3,95,03,698	100.00
Dissent	3	402	0	0	3	402	0.00
Abstain	0	0	0	0	0	0	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the Notice of the 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
Partner

Date : 30th September, 2016
Place: Thane

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

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Item No. 4: Ratification of remuneration of Statutory Auditors and Branch Auditors of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7,626	39	3,94,88,972	54	3,94,96,598	99.98
Dissent	4	6,402	0	0	4	6,402	0.02
Abstain	0	0	6	1,100	6	1,100	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the Notice of the 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
Partner

Date : 30th September, 2016
Place: Thane

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

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 email sna@snaco.net : website:www.snaco.net

Item No. 6: Approval and ratification of the actions of utilization pattern of Govt. Guaranteed, Rs. 150 Crore HOCL Bonds under Sr. XXI (21)

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7,626	36	3,94,88,372	51	3,94,95,998	99.98
Dissent	4	6,402	8	1,500	12	7,902	0.02
Abstain	0	0	1	200	1	200	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Special Resolution as contained in Item No. 6 of the Notice of the 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
Partner

Date : 30th September, 2016
Place: Thane

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

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 email sna@snaco.net : website:www.snaco.net

Item No. 5: Ratification of the appointment and remuneration of Cost Auditors for Kochi and Rasayani Unit for FY 2016-17.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	15	7,626	45	3,94,90,072	60	3,94,97,698	99.98
Dissent	4	6,402	0	0	4	6,402	0.02
Abstain	0	0	0	0	0	0	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the Notice of the 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
Partner

Date : 30th September, 2016
Place: Thane

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

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 email sna@snaco.net : website:www.snaco.net

Item No. 3: Re-appointment of Shri ~~Sunil Kumar Sharma~~ Dinesh Kumar as a Director of the Company.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	16	13,626	45	3,94,90,072	61	3,95,03,698	100.00
Dissent	3	402	0	0	3	402	0.00
Abstain	0	0	0	0	0	0	0.00
Total	19	14,028	45	3,94,90,072	64	3,95,04,100	100.00

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the Notice of the 55th AGM dated 5th August, 2016 has been passed with requisite majority.

Malati A. Kumar

Malati Kumar
Partner

Date : 30th September, 2016
Place: Thane