



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)

HOC/SEC/EGM/2016/10.26

Date : 29th October, 2016

To
The Executive Director,
National Stock Exchange of India Ltd.,
"Exchange Plaza",
Bandra - Kurla Complex, Bandra (East),
MUMBAI - 400 051.

Fax No.:022-26598237 / 38

Dear Sir,

Sub : 1) Intimation of date of Extraordinary General Meeting (EGM)
Scheduled to be held on Wednesday, 30th November, 2016 at 3.00 p.m.
2) Intimation of Book Closure for EGM of our Company (HOCL)
Ref. : Regulation Nos.: 29,30, 42 & Schedule III Part A of LODR Regulations.

- 1) Notice is hereby given than an Extraordinary General Meeting (EGM) of our Company(HOCL) is scheduled to be held on Wednesday, the 30th November, 2016 at 3.00 p.m. at the Registered Office of the Company, at Rasarang Hall, Dr. Kasbekar Park, Rasayani, Dist. Raigad - 410207, to transact the Special Business as appended in the EGM Notice enclosed herewith as Annexure.
- 2) Further Notice is also hereby given that the Register of Members and Share Transfer Books of our Company (HOCL) will be closed on the day of Book Closure on Wednesday, the 30th November, 2016 for the purpose of EGM of our Company scheduled on 30th November, 2016.

Kindly take the above in your records in compliance of Regulation Nos.: 29,30, 42 & Schedule III Part A of LODR Regulations.

Thanking you,

Yours faithfully,

For Hindustan Organic Chemicals Ltd.,

(Mrs. Susheela S. Kulkarni)

Company Secretary

Encl.: as above



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

(भारत सरकार का उद्यम)

HINDUSTAN ORGANIC CHEMICALS LIMITED

(A Govt. of India Enterprise)

HO C/SEC/EGM/2016/10.11

Date: 29th October, 2016

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

To

Bombay Stock Exchange Limited,
14th floor, Corporate Relationship Deptt.,
Pheroze Jeejeebhoy Towers,
Dalal Street, **Mumbai - 400 023.**

Kind attn.: **Shri Robert A.Y.**
DCS - CRDS

Dear Sir,

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Kindly take the above in your records in compliance of Regulation Nos.: 29,30, 42 & Schedule III Part A of LODR Regulations.

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. Rasyani, Dist. Raigad, Maharashtra, Pin- 410207.

NOTICE

Notice is hereby given that a special Extraordinary General Meeting (EGM) of the Members of the Company will be held on Wednesday, the 30th November, 2016 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 :-

SPECIAL 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 and to pass the following Resolutions with or without modifications.

"RESOLVED THAT the Audited Balance Sheet of the company as on 31st March, 2016 and the Audited Statement of Profit & Loss A/c for the period ended 31st March, 2016 along with the Reports of the Directors and the Auditors thereon be and is hereby received approved and adopted."

By Order of the Board of
Hindustan Organic Chemicals Ltd.
Sd/-
(Mrs. Susheela S. Kulkarni)
Company Secretary

Place : Rasayani
Date : 28/10/2016

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. Members may note that with effect from December, 2015 (from 07-12-2015) Company's Corporate Office was shifted from the premises at Neco Chambers, CBD



HINDUSTAN ORGANIC CHEMICALS LIMITED
[CIN L99999MH1960GOI011895]

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

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"RESOLVED THAT the Audited Balance Sheet of the company as on 31st March, 2016 and the Audited Statement of Profit & Loss A/c for the period ended 31st March, 2016 along with the Reports of the Directors and the Auditors thereon be and is hereby received approved and adopted."

By Order of the Board of
Hindustan Organic Chemicals Ltd.
Sd/-

(Mrs. Susheela S. Kulkarni)
Company Secretary

Place : Rasayani
Date : 28/10/2016

Registered Office :
P.O. Rasayani,
Dist. Raigad, Maharashtra 410 207.
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2. Members may note that with effect from December, 2015 (from 07-12-2015) Company's Corporate Office was shifted from the premises at Neco Chambers, CBD

Belapur to the Company's office at the Registered Office of the Company at : Hindustan Organic Chemicals Ltd.[HOCL], At & Post Rasayani, District Raigad, PIN 410207.

1. 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. having their Office address as : Bigshare Services Pvt. Ltd., E 2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072; Email: investor@bigshareonline.com ; Phone No.: 022-28470652/40430200 ;Fax No: 022-28475207; Members can also correspond with the RTA at their email id: investor@bigshareonline.com
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 1 is appended to this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed on the date of the EGM on **Wednesday, the 30th November, 2016. (both days inclusive)**. The book closure date has been fixed pursuant to Listing Regulations with the Stock Exchanges.
4. Members/Proxies should bring their attendance slip, duly filled in, at the meeting.
5. Members holding Shares physically are requested to intimate immediately any change in their addresses registered with the Company.
6. Members, who hold shares in the dematerialised form, are requested to bring their depository account number for identification.
7. As per Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, electronic copies of the Annual Report 2015-2016 and the Notice of the 55th AGM were 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 2015-2016 and the Notice of the 55th AGM were also sent in physical mode. Therefore same copies of the 55th Annual Report of the Company may be referred for the purpose of item No. 1 of this EGM Notice.
8. 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. The instructions for the members for e-voting are given below.
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 Extraordinary 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)

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, 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@cdslindia.com or call 18002005533.

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

- (i) The voting period begins on November 25, 2016 at 09.00 a.m. and ends on November 29, 2016 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 November 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Any person, who acquires shares of the Company and becomes member of the Company after October 21, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. November 23, 2016, and not updated their PAN may obtain the login ID and sequence number by sending a request at investor@bigshareonline.com
- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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) 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. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	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 (iii)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "Hindustan Organic Chemicals Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **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.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (A) 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.
- (B) 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"

- (C) 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.
 - (D) The " remote e- voting " end time shall be 5:00 p.m. on the date preceding the date of Annual General Meeting.
 - (E) 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.
 - (F) 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 cs@hoclindia.com;
- We may segregate these points under the head "Declaration of Results"**
- (G) 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.
 - (H) 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 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.
 - (I) 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.
 - (J) The map for location of venue of GM/EGM is given below.:

MAP :- (————— to give to Print—)

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

1. ITEM NO. 1 of the Notice

- 1.0 Earlier during September, 2016 Company had sent the 55th Annual Report of the Company for the FY 2015-16 containing all the reports of the Directors, Auditors etc. along with relevant and applicable statements, annexures etc. EXCLUDING the final Comments of the C&AG on the Audited Annual Accounts of the Company for the FY 2015-16 both on Standalone and Consolidated Accounts of the Company.
- 1.1 Then at the 55th AGM held on 29-09-2016 the Item No. regarding:
"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" could not be adopted by the shareholders due to non-receipt (till the date of 55th AGM) of the final Comments of the C&AG on the Audited Accounts of 2015-16.
- 1.2 Thereafter, vide C&AG Letter dated 7th October, 2016, the Company has received NIL Comments Report from the Office of the C&AG. The said Nil Comments Reports both on Standalone & on Consolidated Annual Audited Accounts of the Company for the FY 2015-16 as received from the C&AG are reproduced herein below as Annexures.
- 1.3 The same copies of the 55th Annual Report -2015-16 of the Company which were sent to the shareholders in September, 2016 should be referred along with the Comments of the C&AG as given in Annexures herein below and may be considered for adoption for the purpose of item No. 1 of this EGM Notice.
- 1.4 As the C&AG Comments are now received as aforesaid, in pursuance of provisions under Section 143 and other applicable provisions of the Companies Act, 2013, the Audited Annual Accounts together with all the reports of the Board and of the Auditors are now submitted once again to the shareholders in item No.1 above, for adoption.
- 1.5 None of the Directors and the Company Secretary (KMPs) are 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 : 28/10/2016
Registered Office :

P.O. Rasayani, Dist. Raigad
Maharashtra 410207

Annexure -1

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF HINDUSTAN ORGANIC CHEMICALS LIMITED FOR THE YEAR ENDED 31 MARCH 2016

The preparation of Financial Statements of Hindustan Organic Chemicals Limited for the year ended 31 March 2016 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 [the Act] is the responsibility of the management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion on the Financial Statements under Section 143 of the Act based on independent audit in accordance with the Standards on auditing prescribed under Section 143 [10] of the Act. This is stated to have been done by them vide their Audit Report dated 20 May 2016.

I, on behalf of the Comptroller and Auditor General of India, have conducted a Supplementary Audit under Section 143[6] (a) of the Act of the Financial Statements of Hindustan Organic Chemicals Limited for the year ended 31 March 2016. This Supplementary Audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and Company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' report.

For and on behalf of the
Comptroller and Auditor General of India
Sd/-
(Roop Rashi)
Principal Director of Commercial Audit and
Ex-officio member, Audit Board - I, Mumbai.

Place : Mumbai

Date : 7 October 2016

Annexure -2.

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143(6) (b) READ WITH SECTION 129(4) OF THE COMPANIES ACT, 2013 ON THE THE CONSOLIDATED FINANCIAL STATEMENTS OF HINDUSTAN ORGANIC CHEMICALS LIMITED FOR THE YEAR ENDED 31 MARCH 2016.

The preparation of Consolidated Financial Statements of Hindustan Organic Chemicals Limited for the year ended 31 March 2016 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 [the Act] is the responsibility of the

management of the Company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139(5) read with Section 129(4) of the Act are responsible for expressing opinion on the Financial Statements under Section 143 read with Section 129(4) of the Act based on independent audit in accordance with the Standards on auditing prescribed under Section 143 [10] of the Act. This is stated to have been done by them vide their Audit Report dated 20 May 2016.

I, on behalf of the Comptroller and Auditor General of India, have conducted a Supplementary Audit under Section 143[6] (a) read with section 129(4) of the Act of the Consolidated Financial Statements of Hindustan Organic Chemicals Limited for the year ended 31 March 2016. We conduct a Supplementary Audit of the Financial Statements of Hindustan Organic Chemicals Limited and Hindustan Fluorocarbons Limited for the year ended on that date. This Supplementary Audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and Company personnel and a selective examination of some of the accounting records.

On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to Statutory Auditors' report.

For and on behalf of the
Comptroller and Auditor General of India

Sd/-

(Roop Rashi)
Principal Director of Commercial Audit and
Ex-officio member, Audit Board – I, Mumbai.

Place : Mumbai
Date : 7 October 2016

(9)