

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: **Wednesday, the 26th September, 2018, 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: CHAIRMAN OF THE COMPANY BOARD WAS APPOINTED AS THE CHAIRMAN OF THE MEETING;

(iv) number of members attending the meeting: 67 Shareholders holding 39501875 No. of shares [of Rs.10/- each.]

(v) whether the requisite quorum is present: YES

(vi) business transacted at the meeting and result thereof: YES, ALL 8 ITEMS VIZ. , 4 ORDINARY BUSINESS AND 8 SPECIAL BUSINESS WERE PASSED WITH ADEQUATE MAJORITY;

Business of the Meeting

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 of India:- **ordinary resolution passed with requisite majority.**

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, (as per GOI Order dated 06-09-2016), as part time Govt. Nominee Director:- **ordinary resolution passed with requisite majority.**
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 (as per GOI Order dated 05-11-2016) as part time Govt. Nominee Director :- **ordinary resolution passed with requisite majority.**
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

as appointed by the C&AG 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 :- **ordinary resolution passed with requisite majority.**

SPECIAL BUSINESS

5. To ratify the actions of the Board of Directors of the Company - 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 as appointed by the Board and if thought fit to pass the Resolution as an Ordinary Resolution



at the fees as fixed by the Board of Directors of the Company :- **ordinary resolution passed with requisite majority.**

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 : **ordinary resolution passed with requisite majority.**
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) : **ordinary resolution passed with requisite majority.**
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] : **ordinary resolution passed with requisite 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, Chairman & Managing Director of the Company, appointed as Chairman of the 57th 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, Chairman & Managing Director , announced that as HOCL is a listed Company, (listed with BSE) and now, pursuant to the New Companies Act, 2013, at any general meeting/s of the listed Companies, the 4 Ordinary and 4 Special Business will be decided by Voting by (a) E- Voting and by (b) Poll at the 57th AGM.

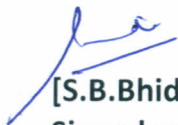
After discussion the items on the agenda were put to vote by poll.

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** that 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], CMD, HOCL

Signed and dated by Chairman of the meeting :

Date: 27-09-2018

Place: Rasayani

[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.]



Annexure.

As per Scrutinizer's Report, the Chairman declared the Voting Results as under.:-

After completion of counting of votes, the scrutinizer ascertained the results of Voting (both E-Voting & Poll) as reported in her Scrutinizer's Report as under.:-

Consolidated Results

ORDINARY BUSINESS:

- 1. Adoption of audited financial statements (including audited consolidated financial statements) for the year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon:**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	40	39489575	53	39503086	100.00
Dissent	0	0	0	0	0	0	0
Total	13	13511	40	39489575	53	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

- 2. Re-appointment of Mr. Samir Kumar Biswas (DIN: 01664091) as per GOI order as director, liable to retire by rotation:**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	38	39489565	51	39503076	100.00



Dissent	0	0	2	210	2	210	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

3. Re-appointment of Ms. Meenakshi Gupta (DIN: 07686646) as per GOI order as director, liable to retire by rotation:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	40	39489775	53	39503286	100.00
Dissent	0	0	0	0	0	0	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

4. Approval for 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

(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.

Particulars	Remote e-voting	Voting at the AGM	Total	Percentage
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	Number	Votes	Number	Votes	Number	Votes	(%)
Assent	13	13511	39	39489575	52	39503086	100.00
Dissent	0	0	1	200	1	200	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 4 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

5. Approval 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:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	38	39489375	51	39502886	100.00
Dissent	0	0	1	200	1	200	0.00
Total	13	13511	39	39489575	52	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 5 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

SPECIAL BUSINESS:

6. Approval 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:

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	

Assent	13	13511	35	39488965	48	39502476	100.00
Dissent	0	0	4	610	4	610	0.00
Total	13	13511	39	39489575	52	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 6 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

- 7. Approval to keep the 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):**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	13	13511	36	39488975	49	39502486	100.00
Dissent	0	0	3	600	3	600	0.00
Total	13	13511	39	39489575	52	39503086	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 7 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

- 8. To consider 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]:**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	

Assent	12	13411	39	39489575	51	39502986	100.00
Dissent	1	100	1	200	2	300	0.00
Total	13	13511	40	39489775	53	39503286	100.00

Based on the aforesaid results, we report that the Ordinary Resolution as contained in Item No. 8 of the Notice of the AGM dated 10th August, 2018 has been passed with requisite majority.

Based on the Scrutinizer's Report, the Chairman declared the Results of Voting that all the Items viz. Item No. 1 to Item No. 8 are passed with requisite majority.


Signed and dated by Chairman of the meeting :

Date: 27-09-2018

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.

