



Hindustan Hardy Spicer Ltd.

**Thirty Fourth Annual Report
2015- 2016**

Patient Information	
First Name	
Last Name	
Address	
City	
State	
Zip	
Phone	
Age	
Gender	
Marital Status	
Occupation	
Referral Source	
History of Present Illness	
Chief Complaint	
History of Present Illness	
Past Medical History	
Past Surgical History	
Family History	
Social History	
Review of Systems	
Physical Examination	
Vital Signs	
General	
HEENT	
Cardiovascular	
Respiratory	
Gastrointestinal	
Genitourinary	
Neurological	
Musculoskeletal	
Skin	
Laboratory and Diagnostic Tests	
Immunization Status	
Allergies	
Medications	
Assessment and Plan	
Diagnosis	
Plan	
Follow-up	
Patient Education	
Signature of Physician	
Signature of Nurse	
Signature of Pharmacist	
Signature of Other Health Professional	

BOARD OF DIRECTORS

Mr. S. C. Saran	Chairman
Mr. A. R. Rajwade	Managing Director (up to 30.09.2015)
Mr. Shiamak Marshall	Director
Mr. Jehangir H.C. Jehangir	Director
Mr. Richard Koszarek	Director
Ms. Devaki Saran	Executive Director & CFO
Mr. Sharad Jain	Director
Mr. Ravindra Kale	Executive Director & CEO (w.e.f. 23.09.2015)

Bankers**State Bank of India**

Satpur Branch, Nashik - 422 007

Auditors**J.L. Bhatt & Company**

Chartered Accountants

207, Yusuf Building,

43, M.G. Road, Mumbai - 400 001

Registered Office & Plant

C-12, Additional Nasik Industrial Area,
Ambad, Nashik - 422 010.

Tel.: 0253 - 2382018 / 2118

Fax : 0253 - 2382528

email : co@hhardys.com

CIN No.: L29300MH1982PLC028498

Website: www.hhsl.net

Compliance Officer

Ms. Devaki Saran

email: co@hhardys.com

Registrars and Share Transfer Agents

Satellite Corporate Services Pvt. Ltd.

B-302, Sony Apartment,

Opp. ST. Jude High School, Off. Andheri Kurla Road,
Jarimari, Sakinaka, Mumbai - 400 072.

Tel.: 022 - 28520461 / 462

Fax : 022 - 28511809

email : service@satellitecorporate.com

CONTENTS	PAGE
Notice	5.
Director's Report.....	18.
Annexure to Directors' report.....	27.
Auditor's Report.....	53.
Balance Sheet.....	60.
Statement of Profit and loss.....	61.
Cash Flow Statement.....	62.
Notes to Financial Statement.....	64.

Patient Information	
First Name	
Last Name	
Address	
City	
State	
Zip	
Phone	
Age	
Gender	
Marital Status	
Occupation	
Referral Source	
History of Present Illness	
Chief Complaint	
History of Present Illness	
Past Medical History	
Past Surgical History	
Family History	
Social History	
Review of Systems	
Physical Examination	
Vital Signs	
General	
HEENT	
Cardiovascular	
Respiratory	
Gastrointestinal	
Genitourinary	
Neurological	
Musculoskeletal	
Skin	
Laboratory and Diagnostic Tests	
Immunization Status	
Allergies	
Medications	
Assessment and Plan	
Diagnosis	
Plan	
Follow-up	
Patient Education	
Signature of Physician	
Signature of Nurse	
Signature of Pharmacist	
Signature of Other Health Professional	

HINDUSTAN HARDY SPICER LIMITED

Regd. Office : Plot No. C-12, M.I.D.C. Area, Ambad, Nashik – 422010, Maharashtra, INDIA.

CIN : L29300MH1982PLC028498

Tel No: 0253-2382018 | Fax No: 0253-2382528 | Email: co@hhardys.com | Website: www.hhsl.net

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of Hindustan Hardy Spicer Limited will be held at Plot No. C-12, M.I.D.C. Area, Ambad, Nashik – 422 010 on Tuesday, August 23, 2016 at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Devaki Saran (DIN 06504653), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. J. L. Bhatt & Co., Chartered Accountants, Mumbai, (ICAI Registration No. 101332W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that Mr. Ravindra Kale (DIN 03115130), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 23, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member alongwith the requisite deposit under Section 160 of

the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

6. To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013 and subject to such approval as may be necessary, the consent and approval of the Company in general meeting be and is hereby accorded to the appointment of Mr. Ravindra Kale (DIN 03115130) Executive Director and Chief Executive Officer (CEO) of the Company for a period of three years with effect from September 23, 2015 upon the terms and conditions including the terms as to remuneration as approved by the Nomination and Remuneration committee and set out in the Agreement dated 22nd September 2015 (the “Agreement”), which Agreement placed before this Meeting be and is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Ravindra Kale.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year of the Company during Mr. Ravindra Kale’s term of office as Executive Director and Chief Executive Officer (CEO), Mr. Ravindra Kale, be paid the remuneration including perquisites and other benefits as set out in the agreement as minimum remuneration as prescribed in Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT in the event of any statutory amendment or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board be and is hereby authorised to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling without any further reference to the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this Resolution”.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, and the information required in respect of appointment/ reappointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings of the persons seeking appointment/ reappointment as Directors under item nos. 3, 5 and 6, are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday 17-08-2016 to Tuesday, 23-08-2016, both days inclusive.
4. Payment of dividend, as recommended by the Board, if approved, will be made to those members whose names are on the Company's register of members on August 23, 2016 and those whose names appear as Beneficial owners as at close of business hours on August 16, 2016 as per details to be furnished by Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited
5. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., B- 302, Sony Apartment, Opp. ST Jude High School, Off. And heri-Kurla Road, Jarimari, Sakinaka, Mumbai 400 072, in respect of their physical share folios, if any, quoting their folio numbers.
6. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the dividend for the financial year 2008-09 and for subsequent years remaining unclaimed/ unpaid for a period of seven years from the date they became due for payment shall be credited to the Investors' Education and Protection Fund setup by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.
7. Members are requested to bring their copy of the Annual Report to the meeting.
8. The Notice of the AGM along with the Annual Report 2015-2016 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
9. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agent /Depositories.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agents of the Company in this regard.

11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

12. 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 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL)

I] The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "hindustanhardy.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Hindustan Hardy Spicer Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote

- (xii) 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 cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN	
(E Voting Event Number)	
USER ID PASSWORD/	
PIN	

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on Friday, 19-08-2016 (10.00 a.m.) and ends on Monday 22-08-2016 at (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 of 16-08-2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of August 16, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

- VII. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- VIII. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.
- IX. Ms. Jigyasa N. Ved (FCS 6488) or failing her Mr. Mitesh Dhabliwala (ACS 24539) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make not later than three days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website: www.hhsl.net and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman and the same shall be communicated to the BSE Limited where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

Registered Office:

Plot No. C-12, M.I.D.C. Area, Ambad,
Nashik – 422 010.

By order of the Board

Date : 13.05.2016
Place : Mumbai

DEVAKI SARAN
EXECUTIVE DIRECTOR & CFO