

HARYANA LEATHER CHEMICALS LIMITED

BOARD OF DIRECTORS

Narendra Kumar Jain, Chairman
Pankaj Jain, Managing Director-cum-Vice Chairman
Vijay Kumar Garg
Harish Kumar Gupta
Lt. Gen. Harish Chandra Dutta (Retd.)
Dr. K.S.V. Menon
Dott. Massimo Medini
Pradeep Behl
Sippy Jain
Marco Medini

COMPANY SECRETARY

Silu Nanda

AUDITORS

S.C. Dewan & Co., Panchkula, Haryana

CORPORATE OFFICE

1405 - B, Signature Towers,
South City - I,
Gurgaon - 122 001, Haryana

REGISTERED OFFICE AND WORKS

72 - 77, HSIDC Industrial Estate,
Hansi Road, Jind - 126 102 (Haryana)

EOU DIVISION

52 - 53, HSIDC, Industrial Estate,
Hansi Road, Jind - 126 102 (Haryana)

CORPORATE EXECUTIVES

Dr. P. L. Maurya, Chief General Manager - Works
A. K. Gupta, General Manager - Commercial & Operations
Ramesh Goyal, Associate Chief General Manager - Engg. & Tech.
Neeraj Bishnoi, General Manager - Marketing

REGISTRAR & SHARE TRANSFER AGENTS

RCMC Share Registry (P) Ltd.
B - 25/1, First Floor, Okhla Industrial Area,
Phase - II, New Delhi - 110 020
Phones : 011 - 26387320, 26387323
Fax : 011 - 26387322

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ISIN for Demat purpose : INE 681F01018

CIN: L74999HR1985PLC019905

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of the Company M/s. Haryana Leather Chemicals Limited will be held on Monday, the 28th day of September, 2015 at 11.30 a.m. at the Registered Office of the Company at 72-77, HSIDC Industrial Estate, Hansi Road, Jind - 126 102 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March 2015 and the Statement of Profit & Loss Account for the Year ended as on that date together with the Reports of Auditors and Directors thereon.

To consider passing the following resolution as an **ordinary resolution**:

"Resolved that the Audited Financial Statement of the Company for the year ended 31st March, 2015 including Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash flow statement for the year ended 31st March, 2015 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. To consider declaring Final Dividend @ 7% for the Financial Year 2014-15.

To consider passing the following resolution as an **ordinary resolution**:

"Resolved that dividend of Rs. 0.70 per equity share of Rs. 10/- each on 49,08,470 equity shares, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the year ended 31st March, 2015, absorbing an amount of Rs. 40,20,040/- (including dividend distribution tax and cess thereon) and that the said dividend be paid to those shareholders, whose names appear in the Company's register of members as at the end of business hours on September, 28, 2015 and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on September, 28, 2015 as per the details furnished by the depositories for this purpose."

3. To consider appointing a Director in place of Mr. Harish Kumar Gupta (DIN: 01203136), who retires by rotation and being eligible offers himself for re-appointment.

To consider passing the following resolution as an **ordinary resolution**:

"Resolved that Mr. Harish Kumar Gupta (DIN: 01203136), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. To consider appointing a Director in place of Mr. Narendra Kumar Jain (DIN: 00486730), who retires by rotation and being eligible offers himself for re-appointment.

To consider passing the following resolution as an **ordinary resolution**:

"Resolved that Mr. Narendra Kumar Jain (DIN: 00486730), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

5. To ratify appointment of statutory auditors of the Company. The appointment of statutory auditors M/s. S.C. Dewan & Co., Chartered Accountants, who hold office from the conclusion of the Twenty Ninth General Meeting until the conclusion of the Thirty First General Meeting, is subject to the ratification by shareholders at every AGM in accordance with Section 139 & 142 of the Companies Act, 2013. The declaration to the effect that their appointment, if ratified, would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013, and the rules made thereunder, has been received from them.

To consider passing the following resolution as an **ordinary resolution**:

"Resolved that the appointment of M/s. S.C. Dewan & Co., Chartered Accountants (Registration No. 000934N) with The Institute of Chartered Accountants of India, as auditors of the Company as approved by the members at the Twenty Ninth General Meeting to hold office until the conclusion of the Thirty First General Meeting, be and is hereby ratified on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

Regd. Office:
72-77, HSIDC Industrial Estate,
Hansi Road, Jind,
Haryana - 126 102.

CIN: L74999HR1985PLC019905

Date: 10th August, 2015

E-mail: info@leatherchem.com

Website: www.leatherchem.com

By order of the Board of Directors of
Haryana Leather Chemicals Ltd.

SILU NANDA
Company Secretary

Notes:

1. Any Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the said meeting and vote on her/his behalf, and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative to attend and vote at the Annual General Meeting.
3. Members/Proxy holders are requested to bring at the venue of Annual General Meeting their attendance slip duly signed so as to avoid inconvenience.
4. Brief information of Directors, names of the Companies in which they hold Directorship and membership/ Chairmanship of Board Committees, Shareholdings and relationships between Directors as stipulated under clause 49 of the Listing agreement with the Stock Exchange are provided in the Corporate Governance Report forming part of the Annual report.
5. The Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business transacted at the meeting is not required to be annexed hereto as no special business was transacted at the meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual report to the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday the 23.09.2015 to Monday the 28.09.2015 (both days inclusive) for determining the names of Members eligible to receive the Dividend declared, if any, on the Equity Shares of the Company.
8. The dividend on Equity Shares, if declared at the Meeting by the Members at the Annual General Meeting, shall be paid to all those Members whose names appear in the Company's Register of Members as during the register of member is closed, and in respect of the shares held in demat form, to all those Members whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited and Central Depository Services (India) Limited on the close of business hours as on that date.
Members holding shares in the physical form are requested to send the advice about any change in their registered address or bank particulars, to the Company's Registrar and Share Transfer Agent, M/s. RCMC Share Registry (P) Ltd., B-25/1, First Floor, Okhla Indl. Area, Ph.-II, New Delhi-20 quoting their folio number.
9. Members holding shares in the electronic form must send the advice about any change in their registered address or bank particulars to their respective Depository Participants with whom they are maintaining their demat accounts and not to the Company.
10. Pursuant to Section 20 of the Companies Act, 2013, read with Rule 35 of the Companies (Incorporation) Rules, 2014, Companies are allowed to send to their Members notices/documents in the electronic form. To enable the Company send its Annual Report, Notice of AGM, and other documents for the financial year ended 31st March, 2015 electronically, Members are requested to update (in case of change)/register, at the earliest, their e-mail IDs with their Depository Participants in case the shares are held in the electronic form or the Registrar and Share Transfer Agent of the Company, RCMC Share Registry (P) Limited, in case the shares are held in the physical form. The Company will continue to send the said documents in the physical form to such Members whose e-mail IDs are not available and to those who request delivery of the said documents in the physical form.
11. Pursuant to Section 123(5) of the Companies Act, 2013, and the Securities and Exchange Board of India's Circular No. CIR/MRD/DP/10/2013 dated March 21st, 2013 regarding use of electronic payment modes for making payments to investors, Members are requested to update their bank account and latest address details with their respective Depository Participants (for shares held in the electronic form) along with a photocopy of their cheques to the Company's Registrar and Share Transfer Agent, RCMC Share Registry (P) Limited (for shares held in the physical form). Our Registrar and Share Transfer Agent will take due note of the same for payment of Dividend. This obviates problems like loss/fraudulent interception of Dividend warrants during postal transit while also expediting payment.

12. Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 (ten) days prior to the date of the Annual General Meeting so as to enable the Company keep the information ready.
13. Members are advised to note the ISIN No. INE 681F01018 allotted to the Company's shares and those who are interested to dematerialize their shares may do so.
14. In all correspondence with the Company or with its Share Transfer Agent, Members are requested to quote their Client ID Number and their DP ID Number if the shares are held in the dematerialised form; in case the shares are held in the physical form, they must quote their folio number.
15. Those Members who have not yet encashed/claimed the Dividend of the Company for any/all of the financial year 2008-09, 2009-10, 2010-11, 2011-12, 2012-13 and 2013-14 are requested to encash/claim the same immediately. In terms of Section 205C of the Companies Act, 1956, the Company shall be required to transfer the unclaimed/unpaid Dividend of the Company on the expiry of seven years from the date it became due for payment, to the "Investor Education and Protection Fund", and subsequently, the Shareholders shall not have any right to claim the said Dividend from the Company or from the said Fund.

The details of the un-encashed/unclaimed Dividend for the Financial Years 2008-09 to 2013-14 as on 31st March, 2014 are as under:

Dividend for the year	Unclaimed/Unpaid Dividend as on 31st March 2015 (Rs. in Thousands)	Due date of transfer to Investor Education and Protection Fund
2007-08	215.69	26th October, 2015
2008-09	188.87	16th October, 2016
2009-10	217.59	23rd October, 2017
2010-11	243.67	18th October, 2018
2011-12	278.14	31st October, 2019
2012-13	273.81	13th September, 2020
2013-14	546.64	26th October, 2021

16. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-voting system.

The Notice of the Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (link of website of company).

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.

The e-voting period commences on 25th September, 2015 (10:00 a.m.) and ends on 27th September, 2015 (05:00 p.m.). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2015. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (company/ RTA email id). The facility for voting through ballot paper shall be made available at the AGM/EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-voting website is given below:

1. Open the attached PDF file "e-voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.

2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-voting" opens. Click on e-voting: Active Voting Cycles.
7. Select "EVEN" of (Haryana Leather Chemicals Limited). Members can cast their vote online from 25th September, 2015 (10:00 a.m.) and ends on 27th September, 2015 (05:00 p.m.)

Note: e-voting shall not be allowed beyond said time.

8. Now you are ready for "e-voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 (**Scrutinizer mail ID**) with a copy marked to **evoting@nsdl.co.in**.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 AGM through ballot paper.

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 Scrutinizer shall after the conclusion of voting at the 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 AGM, 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.

Other information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Toll Free No.: 1800-222-990.

The Company has engaged the services of RCMC Share Registry (P) Limited as the Authorised Agency to provide e-voting facility. The particulars of e-voting will be sent to the shareholders separately.

17. Relevant documents referred to in the accompanying Notice pursuant to provisions of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting of the Company.

By Order of the Board of Directors
For Haryana Leather Chemicals Limited

(SILU NANDA)
Company Secretary
Place: Gurgaon
Date : 10th August, 2015
CIN: L74999HR1985PLC019905

Registered Office:
72-77, HSIDC Industrial Estate,
Hansi Road, Jind, Haryana-126102.
Website: www.leatherchem.com
Email ID: info@leatherchem.com

DIRECTORS' REPORT

Dear Shareholders,

The Directors of Haryana Leather Chemicals Ltd. are pleased to present the 30th Annual Report and Audited Statement of the Company's accounts for the year ended on 31st March, 2015.

FINANCIAL RESULTS

A summary of the financial results for the year 2014-2015 is given below:

	2014 - 15 (Rs. in Lacs)	2013 - 14 (Rs. in Lacs)
Sales Turnover (Net of Excise)	4238.05	4479.39
Gross Profit	357.94	467.86
Deductions:		
Depreciation	134.01	78.49
Interest	20.74	12.85
Profit before tax	203.19	376.52
Less: Provision for Income Tax for the year	61.09	93.48
Less: Provision for Fringe Benefit Tax (FBT)	—	—
Less: Provision for taxation / FBT earlier year	1.39	1.59
Add: Provision for Income Tax written back	—	—
Less: Previous year's adjustment	1.56	—
Less/(Add): Deferred tax liability	3.23	9.71
Profit after tax and available for appropriation	135.92	271.74
Less: Provision for dividend	34.36	34.36
Less: Provision for dividend tax	5.84	5.84
Less: Transfer to general reserve	23.41	34.73
Profit carried to balance sheet	72.31	196.81

OPERATIONS

During the year the Company has achieved a sales turnover of Rs. 4238 lacs against Rs. 4479 lacs for the previous year. The net profit for the year is Rs. 136.00 lacs against Rs. 272 lacs for the previous year. The exports are at Rs. 1314 lacs compared to the previous year's exports of Rs. 1632 lacs.

In spite of recessionary trends in Indian leather industry, the company registered an increase in domestic sales. The decline in exports is mainly in China.

DIRECTORS

The composition of the Board of Directors of the Company is furnished in the Corporate Governance Report annexed to this report.

Pursuant to the provisions of the Articles of Association of the Company, the Directors – Mr. Harish Kumar Gupta and Mr. Narendra Kumar Jain retire by rotation at the forthcoming Annual General Meeting to be held on 28th September, 2015 and being eligible they offer themselves for re-appointment.

STATUTORY AUDITORS

The statutory auditors of the Company M/s S. C. DEWAN & Co., Chartered Accountants, Panchkula are retiring at the forthcoming Annual General Meeting and they are eligible for re-appointment, offers themselves for the same. Their appointment, if made, will be in accordance with section 139 and 142 of the Companies Act, 2013 (hereinafter referred to the "Act").

The Company has received letter from the Statutory Auditors consenting to the re-appointment and a confirmation to the effect that their appointment, would be within the prescribed limits and that they do not suffer from any disqualifications under Section 141 of the Companies Act, 2013 and the rules made thereunder.

Auditor's report does not need any comments from the directors.

PARTICULARS OF EMPLOYEES u/s 197

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors, Key Managerial Personnel (KMP) and Employees of the Company are provided as follows:

The Company did not employ any person drawing a remuneration of Rs. 5,00,000.00 or above for one month or part of the month or Rs. 60,00,000.00 or above for one year, whose particulars are required to be mentioned u/s 197 of the Companies Act, 2013.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. V. Jhanwar & Co., a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company. The report on the Secretarial Audit carried out for the year 2014-15 is annexed herewith as 'Annexure - B'. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

COST AUDITOR'S COMPLIANCE

The Central Government has directed that a cost audit of the Company should be conducted in the manner specified in MCA order 52/26/CAB-2010 Dt. 24-01-2012, by a Cost Accountant within the meaning of the Cost and Works Accountants Act, 1959.

However, as per Companies (cost records and audit) Rules, 2014 notified by Ministry of Corporate Affairs, cost audit is not applicable to the Company by virtue of its turnover being less than the prescribed limits. Therefore, the Board did not proceed with the appointment of cost auditor and cost audit for the year 2014-15.

The Company is properly maintaining its cost Record internally.

WOMAN DIRECTOR

In terms of Section 149 of the Act 2013 read with the Companies (Appointment and Qualification of Directors, Rules, 2014 and Clause 49 of the Listing Agreement, the Company is required to have a woman director on its board. Mrs. Sippy Jain is already appointed as the whole-time Director of the Company.

TRANSFER OF FUNDS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company is distributing dividend to its shareholders since 2006 on recommendation of the shareholders of the Company. For the unclaimed dividend for the year 2007-2008, the Board has decided to take necessary steps to transfer the unpaid / unclaimed dividend of Equity Shareholders for the year 2007-2008 to the Investor Education and Protection Fund (IEPF) of the Central Government established under sub-section (1) of section 205C of the Companies Act, 1956.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee of Directors (NRC) reviews the composition of the board of Directors of the Company, to ensure that there is an appropriate mix of abilities, qualifications, experience and diversity to serve the interests of all shareholders and the Company.

During the year, in accordance with the requirements under Section 178 of the Act 2013 and Clause 49 of Listing Agreement, the NRC formulated a Nomination and Remuneration Policy to govern the terms of nomination / appointment and remuneration of

- (i) Directors,
- (ii) Key Managerial Personnel (KMPs) and
- (iii) Senior Management Personnel (SMPs) of the Company.
- (iv) The same was approved the NRC also reviews succession planning of both SMPs and board. The Company's approach in recent years is to have a greater component of performance linked remuneration for SMPs.

The process of appointing a director / KMPs / SMPs is, that when a vacancy arises, or is expected, the NRC will identify, ascertain the integrity, qualification, appropriate expertise and experience, having regard to the skills that the candidate will bring to the board / company, and the balance of skills added to that of which the existing members hold.

The NRC will review the profile of persons and the most suitable person is either recommended for appointment by the board or is recommended to shareholders for their election. The NRC has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

NRC will ensure that any person(s) who is/are appointed or continues in the employment of the Company as its executive chairman, managing director, whole-time director shall comply with the conditions as laid out under Part-I of Schedule-V to the Act 2013.

NRC will ensure that any appointment of a person as an independent Director of the Company will be made in accordance with the provisions of Section 149 read with Schedule-IV of the Act 2013 along with any other applicable provisions and Clause 49 of the Listing Agreement.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

While every employee's contract of employment stipulates that he will not disclose confidential information about the employer's affairs, in order to bring about accountability and transparency, there should be a mechanism to enable employees to voice their concerns where they discover information which they believe shows serious malpractice, impropriety, abuse or wrong doing within the organization. The employees should be encouraged and assisted to raise concerns without any fear of victimization, subsequent discrimination or disadvantage. If the employee has acted in good faith it does not matter if one is mistaken and the Company shall ensure protection from any harassment or victimization of/against the disclosing employee.

The Company has adopted a Whistle Blower Policy which applies to all permanent employees of the Company including those who are on probation and comes into effect from April 1st, 2014, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

1. Policy and Procedure for disclosure, enquiry and disciplinary action

1.1 Concerns which may be raised-illustrative list

A whole variety of issues could fall under malpractice, impropriety, abuse and wrongdoing, some of which are listed below:

- Breach of any Policy or Manual or Code adopted by the Company. Fraud and corruption (e.g. receiving bribes).
- Health and safety risks, including risks to the public as well as other employees e.g. Faulty electrical equipment).
- Any sort of financial malpractice.
- Abuse of power (e.g. Bullying/harassment).
- any unlawful act, including failure to comply with legal or statutory obligation for and on behalf of the Company.
- Any other unethical or improper conduct.

1.2 Concerns - how to raise/whom to disclose

The concern should be disclosed through letter, e-mail, telephone, fax or any other method to any of the following persons, who shall comprise the Corporate Compliance Committee, headed by the Managing Director & President reporting directly to the Audit Committee of the Board.

The Corporate Compliance Committee comprises the Managing Director & President, the Executive Director & Company Secretary, the CFO and the VP-HR.

All relevant information regarding the Concern should be disclosed not later than 1 year from the date on which the employee came to know of the Concern. Upon receipt of the disclosure, the member of the Compliance Committee receiving the same shall furnish a copy to the Managing Director & President who shall decide which member shall be responsible for the investigation.

1.3 Procedure for investigation

- Obtain full details and clarifications of the complaint
- Consider the involvement of the Company's Auditors or any other external investigation agency or person
- Fully investigate into the allegation with the assistance where appropriate of other individuals/bodies
- Prepare a detailed written report and submit the same to the Compliance Committee not later than 30 days from the date of disclosure of the Concern.

Based on the findings in the written report and after conduct of such further investigation as it may deem fit, the Compliance Committee shall take a decision in the matter not later than 30 days from the date of the written report. If the complaint is shown to be justified then they shall invoke disciplinary or other appropriate action against the defaulting employee.

A copy of all decisions of the Compliance Committee shall be placed before the Audit Committee at the meeting held immediately after such final decision.

The employee making the disclosure as well as all other persons involved in the investigation and the members of the Compliance Committee shall not make public the Concern disclosed except with the prior written permission of the Audit Committee, except where the employee is called upon to disclose this by any judicial process.

FIXED DEPOSIT

The Company has not accepted / renewed any fixed deposits during the period under review.

CORPORATE GOVERNANCE

A certificate on the compliance of conditions of corporate governance has been obtained from the Statutory Auditors of the Company and the same has been given below as Annexure.

DIRECTORS' RESPONSIBILITY STATEMENT AS PER SECTION 134(5) OF THE COMPANIES ACT, 2013.

The Board of Directors of the Company confirms that:

- a. During the preparation of the annual accounts, the applicable accounting standards have been followed and no material departure has taken place.
- b. The selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give an accurate view of the state of affairs of the Company as at 31st March, 2015 and of the profit of the Company for the year ended on that date.
- c. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities.
- d. Annual accounts have been prepared on an ongoing concern basis.

Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Related Parties which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT-9 is annexure herewith in the Annual Report.

QUALITY CONTROL

Growing domestic and international concern on Restricted Substances has been highest priority of company's QC team. The company ensures that its customers get highest quality products that are "certified free" from banned substances in accordance with REACH (Registration, Evaluation and Authorization of Chemicals).

Complemented by R & D focus on "process" together with "products", additional in-process checks have also yielded higher batch to batch consistency and yield. The Company also successfully completed certification audits by British Certifications Inc. for ISO 9001:2008 and ISO 14001:2004 system. Certificate No. 12834 and 12833 valid up to 03.12.2017 issued by certifying agency have been received by the company.

EXPORT OPERATIONS

To streamline export operations, and to provide full range of products from single unit, the company has decided to close the 100% EOU unit and has completed the de-bonding from excise and custom authorities. The ex-bonding formalities with concerned authorities have been completed. This will significantly improve the delivery time for foreign customers.

Decline of orders from China has stalled company's growth in short term, but prospects in Africa and Middle East look promising. The company hopes to balance out loss of sales from China with new markets mentioned above. The company has initiated search for new dealers in footwear segment in China which can be a new market segment. The growth prospects in China are still very promising but the search for new dealers and formalizing arrangements for technical services is likely to take some time.

TECHNOLOGY DEVELOPMENT

The company has made significant investment towards improving production efficiency and reducing equipment breakdowns. These investments were mainly directed towards material handling and dosing systems. The systems installed for storage of liquids, level sensing, and pneumatic pumping have completely replaced old systems and have significantly improved plant efficiency, resulting in faster deliveries and turnaround of raw materials.

The technology development work on Di-Sulphone Syntan, Acrylic Impact and Flow Modifiers for use in PVC is completed and production equipment has been in operation - though demand for these items is yet to pick up.

The company has also finalized some automation concepts relating to valve actuation, feed rate monitoring and batch logging. These concepts will be thoroughly validated on pilot scale during the FY 2015-16. Implementation of these technologies will further reduce skilled manpower requirement for plant operation and reduce risk of accident.

DIVIDEND

Though there was drop in sales revenue as compared to last year, however considering the profitability, the directors are pleased to recommend the dividend @7% this year also.

PERSONNEL & INDUSTRIAL RELATION

The staff and workers of the company remain motivated across all levels and have contributed significantly towards development and implementation of various new production technologies. The Company continues to maintain cordial relations with its workforce. The new on-line system of leave management has significantly reduced employee's grievance and brought transparency in entire leave sanction hierarchy.

The Company has maintained the yearly increments and bonus system to its employees to ensure motivation at all levels.

ENVIRONMENT & POLLUTION CONTROL MEASURES

The Company has complied with all the required State Pollution Control Regulations and its Amendments from time to time. A new consultant has been retained to further improve key parameters like COD and BOD during pre-treatment cycle of waste water. The company has evaluated various proposals for RO treatment to reclaim atleast 60% waste water. Natural evaporation of RO waste is being tested at pilot scale. The land for evaporation ponds has been earmarked and construction is likely to begin within this year. The company hopes to achieve a Zero Discharge status within next 2 years.

The key objectives defined in ISO 14001:2004 are improving the working environment to match the best industry standard worldwide. Emphases on better housekeeping, deployment of external agency for cleaning services has drastically improved the working environment and ambience.

ACKNOWLEDGEMENT

The Directors extend their sincere thanks to all employees for their contribution in implementation of new production techniques. The Directors also extend their most sincere thanks to Company's suppliers, domestic and international dealers, service providers, financial institutions and technical consultants for their continued support.

For and on behalf of the Board of Directors
of Haryana Leather Chemicals Limited

Place : Gurgaon
Date : 26th May, 2015

NARENDRA KUMAR JAIN
Chairman

PANKAJ JAIN
Managing Director-cum-Vice Chairman