

HEMO ORGANIC LTD.

(Formerly named as Dinesh Allorga Ltd.)

23rd ANNUAL REPORT 2014-2015

Registered Office

**8-A, Gulnar, Chinari - Gulnar Apartment,
Anand-V.V.Nagar Road,
Anand - 388 001 (Gujarat)**

Factory

**Lunej - 388 620. Ta - Khambhat,
Dist- Anand. Gujarat.**



HEMO ORGANIC LTD.

Board of Directors

: Dr. Dineshbhai S. Patel
Chairman and Managing Director

Mrs. Sonal D. Patel
Director

Mr. Pankaj R. Patel
Director

Mr. Krushanakant R. Patel
Director

Mrs. Kinnari S. Patel
Director

Statutory Auditors

: Darji and Associates
Chartered Accountants, V.V. Nagar

Company Law Consultant

: D. G. Bhimani & Associates
Company Secretaries, Anand

Bankers

: State Bank of India

Registered Office

: 8-A, Gulnar, Chinar-Gulnar Appartment
Anand- V.V.Nagar Road,
Anand 388 001 (Gujarat)

Factory

: At & Post: Lunej 388620
Ta: Khambhat
Dist. Anand Gujarat

HEMO ORGANIC LIMITED

Registered Office: 8-A, Gulnar, Chinar Gulnar Apatment, V V Nagar Road, Anand, Gujarat
Phone: 02692 241722, CIN: L24231GJ1992PLC018224

Notice of 23rd Annual General Meeting

NOTICE is hereby given that the TWENTY THIRD ANNUAL GENERAL MEETING of the Members of HEMO ORGANIC LIMITED will be held at Tuesday, 29th September, 2015 at 11.00 a.m. at 201, Sigma, Opp. Pragati Mandal, Vallabh Vidyanagar - 388120, Gujarat, to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statements consisting of Balance Sheet as at 31st March, 2015, the Profit & Loss Account for the year ended 31st March, 2015, Cash Flow Statement and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Sonal D. Patel holding (DIN 02848171) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To ratify appointment of Auditors and fix their remuneration and in this regard pass, with or without modification(s), the following resolution as an Ordinary Resolution:

By Order of the Board of Directors
For HEMO ORGANIC LIMITED

Place: Anand
Date: 29.05.2014

(Dr. Dinesh Patel)
CHAIRMAN & MANAGING DIRECTOR

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting.
3. The Register of Members and Share Transfers Books of the Company will remain closed from 24th September, 2015 to 29th September, 2015 (Both days inclusive).

Remote E-voting:

The Company is pleased to provide Remote E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 23rd Annual General Meeting of the Company dated 29th September, 2015 (the AGM Notice).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2015 at 09.00 AM and ends on 28th September, 2015 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Poll Paper indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatory 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant HEMO ORGANIC LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 Corporate.

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 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.

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.

Other Instructions:

1. Mr. D G Bhimani, Practicing Company Secretary, Proprietor of M/s. D G Bhimani & Associate, has been appointed as the Scrutinizer to Scrutinize the E- Voting process (Including the Poll at the Annual general Meeting) in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e- voting period, after conclusion of Annual general Meeting, unblock the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the chairman of the Company.
3. Member who have not voted earlier and present at Annual General Meeting, shall be provided voting facility by poll Paper. Members have the option to request for a physical copy of the Poll Paper by sending an E-mail to drdineshpatel@rediffmail.com by mentioning their Folio No./ DP ID and Client ID No. Poll Paper received after specified date will be treated as invalid.
4. Member can opt for only one mode of voting i.e. either through E-voting or in physical form. If a member cast his/her vote by both modes, than voting done through E-voting shall be prevail and the vote by Ballot shall be treated as invalid. The result declared along with scrutinizer's report shall be Communicated to the BSE Ltd where the Shares of the company are listed.

By Order of the Board of Directors
For HEMO ORGANIC LIMITED

Place: Anand
Date : 10.08.2015

(Dr. Dinesh Patel)
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Smt. Sonalben Dineshbhai Patel
Date of Birth	19.03.1966
Nationality	Indian
Date of Appointment on Board	01.07.1994
Qualification	Under Graduate
Shareholding	47000
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	No Directorships held in other Companies
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

By Order of the Board of Directors

For HEMO ORGANIC LIMITED

Place: Anand
Date : 10.08.2015

(Dr. Dinesh Patel)
CHAIRMAN & MANAGING DIRECTOR

BOARD'S REPORT

Dear Shareholders,

The Directors of your Company are pleased to present the 23rd Annual Report and the Audited Accounts for the financial year ended on March 31, 2015.

FINANCIAL PERFORMANCE:

(Rupees in Lacs)

Sr. No.	Particulars	Standalone	
		2014-15	2013-14
1	Sales	1583235	7098431
2	Other Income	233019	144
3	Total Income	1816254	7098575
4	Profit Before Depreciation & Tax (PBDT)	(374679)	(9966074)
5	Less: Depreciation	681047	943566
6	Add: Extra Ordinary item	-	2263984
7	Profit Before Taxation (PBT)	(1055726)	354342
8	Less: Taxation (all Taxes)	-	(7792)
9	Profit After Taxation (PAT)	(1055726)	362135
	Appropriations:		
	(a) Proposed Dividend	-	-
	(b) General Reserve	-	-
	(c) Balance to be carried forward	-	-
	Total	(1055726)	362135

SALIENT FEATURES OF COMPANY'S WORKING DURING THE YEAR: During the year under review, the Company witnessed a severe reduction in revenue and profit after tax Your directors expect better results in the next year.

3. **EQUITY INFUSION:** Your Company has not issued any equity shares during the year under review.
4. **DIVIDEND:** Considering the year's financial performance, the Board decided not to recommend any dividend.
5. **DETAILS OF JOINT VENTURE COMPANY:** Your Company has no Joint Venture.
6. **SEGMENT REPORTING:** Therefore there is only one reportable segment in accordance with the Accounting Standard on Segment Reporting, AS-17.
7. **CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EARNINGS AND OUTGO:**
 - (i) **CONSERVATION OF ENERGY:**
Energy conservation measures taken during the year include the following:
There is no major changes required.
 - (ii) **TECHNOLOGY ABSORPTION:**
Company has not changed any technology. As and when required, company will take necessary steps in this regard.
 - (iii) **FOREIGN EXCHANGE EARNINGS AND OUT GO:**
There is no foreign exchange transactions during the year.

8. CORPORATE SOCIAL RESPONSIBILITY (CSR): CSR provisions are not applicable to the company.

9. DIRECTORS:

Rotation : Smt. Sonalben D. Patel, Director of the Company, retires by rotation, and being eligible, offers herself for reappointment at the ensuing Annual General Meeting. Your Directors recommend her reappointment.

DECLARATION BY AN INDEPENDENT DIRECTOR(S): All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 49(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. All Independent Directors have also given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

FORMAL ANNUAL EVALUATION: Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as collectively. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

NOMINATION AND REMUNERATION POLICY: The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details of the Nomination and Remuneration Policy are covered in the Corporate Governance Report.

MEETINGS: During the year Four Board Meetings and Four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS: The company has not given any Loans, Guarantees or made Investments covered under the provisions of Section 186 of the Companies Act, 2013.

11. RELATED PARTY TRANSACTIONS: There is no any related party transactions during the year. As the company is not doing any related party transactions, the board has not framed any Related Party Transaction Policy.

12. PARTICULARS OF EMPLOYEES: The Company is not paying any remunerations to any of its directors and therefore, there is no scope for comparison of increase in remuneration of managerial remuneration with respect to other employee.

13 VIGIL MECHANISM / WHISTLEBLOWER POLICY: The Company has formulated Whistleblower Policy in conformity with the provisions of clause 49 of the Listing Agreement executed with the stock exchange to provide a mechanism for any concerned person of the company to approach the Ethics Counselor/ Chairman of the Audit Committee of the Company for the purpose of dealing with instance of fraud and mismanagement, if any and also ensure that whistleblowers are protected from retribution, whether within or outside the organization. The details of the Whistle Blower Policy are explained in the Corporate Governance Report.

14. CORPORATE GOVERNANCE: Your Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements, though not mandatory for the company, set out by SEBI. The Report on Corporate Governance, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section and forms a part of the Annual Report. Your Company's Statutory Auditors' Certificate confirming compliance with Clause 49 of the Listing Agreement is annexed to this Report as **Annexure -A** and forms part of this report.

15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT: Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is presented in separate section and forms part of this report.

16. GENERAL CODE OF CONDUCT: As required by clause 49 of the listing agreement, the Board of Directors have evolved a General Code of Conduct for members of the Board and members of the Senior Management Team. Affirmation of compliance with the said Code by all concerned as certified by the Chief Executive Officer is available elsewhere in this report.

17. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING: The Company has also put in place a Code of Conduct for Prevention of Insider Trading. The necessary preventive actions, including Closure of Trading Window around the time of any price sensitive events or information, are taken. All the Covered Persons have given declarations affirming compliance with the said Code for the year ended 31st March, 2015

18. CEO CERTIFICATION: Pursuant to the provisions of the Clause 49 of the Listing Agreement, the CEO Certification for preparation of financial statements etc is available elsewhere in this report

19. EXTRACT OF ANNUAL RETURN: Pursuant to the provisions of section 92 (3) of the Companies Act, 2013, an extract of annual return is annexed hereto as **Annexure - B** and forms part of this report.

20. 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, A. S. Solanki & Associates, Company Secretary, (CP: 11849) Ahmedabad, has been appointed as the Secretarial Auditors to conduct the Secretarial Audit of the Company for the financial year 2014-15, the Secretarial Audit Report is annexed herewith as **Annexure - C** and forms part of this report".

21. STATUTORY AUDITORS: M/s. Darji & Associates, Chartered Accountants, V. V. Nagar, having Firm Registration Number 116519W, were appointed as Auditors at the last AGM for three consecutive years. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. As required under the Companies Act, 2013, your Directors recommend to ratify their appointment as Statutory Auditors of the Company for F.Y. 2015-16.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS: There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

23. DIRECTORS' RESPONSIBILITY STATEMENT: To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any.

That such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

That the annual accounts have been prepared on a going concern basis.

That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively

That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

24. DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY: The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

25. ACKNOWLEDGEMENT: Yours Directors take this opportunity to express their sincere appreciation for the excellent support and co-operation extended by the shareholders, customers, suppliers, bankers and other business associates. Your Directors also place on record their deep sense of appreciation to all employees for their dedicated services rendered at various levels.

By Order of the Board of Directors

For HEMO ORGANIC LIMITED

Place: Anand
Date : 29.05.2015

(Dr. Dinesh Patel)
CHAIRMAN & MANAGING DIRECTOR

ANNEXURE- A TO THE BOARD'S REPORT:

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The members,
HEMO ORGNIC LIMITED

We have examined the compliance of conditions of Corporate Governance by Hemo Organic Limited for the year ended 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreements.

We state that no investors' grievance(s) is/are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Darji & Associates
Chartered Accountants
FRN: 116519W

Place: V V Nagar
Date : 29.05.2015

L B Darji
Partner Membership No. 030992

Annexure –C
SECRETARIAL AUDIT REPORT

For The Financial Year Ended March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Hemo Organic Limited,
Anand (V. V. Nagar) Gujarat.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Hemo Organic Limited. (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Hemo Organic Limited for the financial year ended on 31st March, 2015 according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made there under;

The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) OTHER LAWS APPLICABLE SPECIFICALLY TO THE COMPANY NAMELY:
 - (a) Factories Act, 1948
 - (b) Payment of Wages Act 1936 and rules made there under,
 - (c) The Minimum Wages Act, 1948 and rules made there under,
 - (d) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and rules made there under,
 - (e) The Payment of Bonus Act, 1965 and rules made there under,
 - (f) Payment of Gratuity Act, 1972 and rules made there under,

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with BSE Limited.
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: AHMEDABAD

Date: 29/07/2015

**For, A S Solanki & Associates
Company Secretaries**



**(AVANI SOLANKI)
Proprietor
C. P. No.: 11849**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE – A' and forms an integral part this report.

ANNEXURE – A

To,

The Members,
Hemo Organic Limited,
Anand (V. V. Nagar) Gujarat.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. We have followed the Audit Practices and Processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of Laws Rules and Regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability to the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: AHMEDABAD
Date: 29/07/2015

For, A S Solanki & Associates
Company Secretaries



(AVANI SOLANKI)
Proprietor, C. P. No.: 11849

ANNEXURE- B TO THE BOARD'S REPORT:
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. REGISTRATION AND OTHER DETAILS:

i	CIN:	L24231GJ1992PLC018224
ii	Registration Date	28/08/1992
iii	Name of the Company	HEMO ORGANIC LIMITED
iv	Category / Sub-Category of the Company	Public Company
v	Address of the Registered office and contact details	8-A, Gulnar, Chinari - Gulnar Appt. V V Nagar Road , Anand – 388001. Ph. No.: (91) (2692) 248535 Fax No.: N.A. E-mail.: drdineshpatel@rediffmail.com Website.: www.hemoorganicltd.com
vi	Whether listed company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s MCS Share Transfer Agent Ltd. 10, Aaram Apartment, 12, Sampatrao Coony, B/h. Laxmi Hall, Alkapuri, Vadodara 390007. Ph. No.: 0265 2314757/2350490 E-mail : mcsitdabaroda@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of 'ayurvedic' or 'unani' pharmaceutical preparation	24233	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

Category-wise Share Holding:

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	583940	Nil	583940	16.85	583940	Nil	583940	16.85	Nil
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):	583940	Nil	583940	16.85	583940	Nil	583940	16.85	Nil
(2) Foreign									
a) NRIs-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other –Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) BodiesCorp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2):	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	583940	Nil	583940	16.85	583940	Nil	583940	16.85	Nil
B. Public									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non Institutions									
a) Bodies Corp.									
i) Indian	450691	43600	494291	14.26	399136	43600	442736	12.77	-1.49
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	672600	565360	1237960	35.72	738293	554360	1292653	37.30	1.58
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	942677	0	942677	27.20	944005	0	944005	27.24	0.04
c) Others (specify)									
i) NRI	5525	3100	8625	0.25	4900	3100	8000	0.23	-0.02
ii) HUF	198407		198407	5.72	194566	0	194566	5.61	-0.11
Sub-total (B)(2):	2269900	612060	2881960	83.15	2280900	601060	2881960	83.15	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	2269900	612060	2881960	83.15	2280900	601060	2881960	83.15	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	2853840	612060	3465900	100	2864840	601060	3465900	100	Nil

ii) Shareholding of Promoters