

**Hemo Organic Limited**  
**CIN: L24231GJ1992PLC018224**

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

**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the TWENTY FOURTH ANNUAL GENERAL MEETING of the Members of HEMO ORGANIC LIMITED will be held on Friday, 30th September, 2016 at 11.00 a.m. at 8-A, Gulnar, Chinar Gulnar Apatment, V V Nagar Road, Anand - 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 31<sup>st</sup> March, 2016, Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2016, Cash Flow Statement and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Sonal 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:

**"RESOLVED THAT**, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. M A A K & Associates, Chartered Accountants (FRN: 135024W) be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. Darji & Associates, Chartered Accountants, (Firm Registration No. 116519W), who shall hold office from the conclusion of this 24<sup>th</sup> Annual General Meeting for term of one year till conclusion of the 25<sup>th</sup> Annual General Meeting to be held in the year 2017 and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

**Special Business:**

4. To appoint Mr. Apurva Shah as a Director of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Apurva Shah, as a Non-Executive Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, after the finalization of the notice of 24<sup>th</sup> Annual General meeting by the Board of Directors, meeting held on September 5, 2016, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive Director of the Company, subject to approval of the members in the 24<sup>th</sup> Annual General Meeting of the Company liable to retire by rotation"

By Order of the Board of Directors  
For, **Hemo Organic Limited**

Place: Anand  
Date: September 5, 2016

**Dr. Dinesh Patel**  
**Chairman and Managing Director**

**NOTES:**

1. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice is annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding

more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) Hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 23, 2016 to Friday, September 30, 2016 (both days inclusive) and same will be re-opened from Saturday, October 1, 2016 onwards.
7. The route map showing directions to reach the venue of the twenty-fourth AGM is provided on the website of the Company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, MCS Share Transfer Agent Limited (MSTAL). Members are further requested to update their current signature in PSIP system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to MSTAL.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact MSTAL for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to MSTAL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the MSTAL. Members holding shares in physical form may submit the same to PSIP. Members holding shares in electronic form may submit the same to their respective depository participant.
15. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and MSTAL to enable us to send you the communications via email.
16. The Notice of the AGM along with the Annual Report 2015-16 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. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. [www.hemoorganiclimited.com](http://www.hemoorganiclimited.com).

17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
19. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
20. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services Limited (NSDL), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting and voting at the AGM is/are deemed to have been passed as if they have been passed at the AGM.

## **21. The instructions for e-voting are as under:**

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 24th Annual General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September, 2016 at 09.00 AM and ends on 29th September, 2016 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) 24.09.2016, 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](http://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](http://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"> <li>• 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</li> </ul>
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"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions:**

1. Mr. Anand Lavingia, Practicing Company Secretary 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](mailto: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: September 5, 2016

**Dr. Dinesh Patel**  
**Chairman and Managing Director**

## ANNEXURE TO ITEMS 2 OF THE NOTICE

### Details of Directors seeking re-appointment at the forth coming Annual General Meeting

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 3**

The statutory Auditors, M/s. Darji & Associates, Chartered Accountants, have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. M A A K & Associates, Chartered Accountants as the statutory auditors. The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Special Resolution appointing M/s. M A A K & Associates, Chartered Accountants as statutory auditors in place of the retiring Auditor M/s. Darji & Associates, Chartered Accountants, who shall hold office from the conclusion of this Annual General Meeting for term of one year till conclusion of the next Annual General Meeting to be held in the year 2017. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**Item No. 4**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice:

Mr. Apurva Shah is a Commerce Graduate by qualification. After approval of members in AGM he will be appointed as a Non-Executive Director of the Company. The Company has received notices from member on for his appointment, after approval of notice of 24<sup>th</sup> Annual general meeting by the Board of directors in meeting held on September 5, 2016 along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of the above Director for the office of Director of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

## BOARD'S REPORT

Dear Shareholders,

The Directors of your Company are pleased to present the 24th Annual Report and the Audited Accounts for the financial year ended on March 31, 2016.

### 1. FINANCIAL PERFORMANCE:

(Amount in Rupees)

Sr. No.	Particulars	Standalone	
		F.Y. 2015-16	F.Y. 2014-15
1	Sales	1109676	1583235
2	Other Income	17216	233019
3	<b>Total Income</b>	1126892	1816254
4	Profit Before Depreciation & Tax (PBDT)	(1754040)	(374679)
5	Less: Depreciation	607152	681047
6	Add: Extra Ordinary item	-	-
7	Profit Before Taxation (PBT)	(1146888)	(1055726)
8	Less: Taxation (all Taxes)	-	-
	Exceptional Items : Loss on Sale of fixed Assets	(8112804)	-
	Profit on sale of fixed assets	1031666	-
9	Profit After Taxation (PAT)	(8228026)	(1055726)
	<b>Appropriations:</b>		
	(a) Proposed Dividend	-	-
	(b) General Reserve	-	-
	(c) Balance to be carried forward	-	-
	<b>Total</b>	(8228026)	(1055726)

### 2. 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. Sonal 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 31<sup>st</sup> March, 2016.

#### **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, Ms. Ankita Patel, Practicing Company Secretary, Ahmedabad, has been appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2015-16, the Secretarial Audit Report is annexed herewith as **Annexure - C** and forms part of this report".

The Secretarial Auditor has given the following remarks in the report:

The Company has not complied with the provisions of section 203 of the Companies Act, 2013 with respect to Appointment of Company Secretary and Chief Financial Officer during the year under review.

The reply of the management is as follows:

The Company is in search of some suitable persons for the appointment of KMP i.e. Company Secretary & Chief Financial Officer and the appointment KMP is in process.

#### **21. STATUTORY AUDITORS:**

M/s. Darji & Associates, Chartered Accountants, (FRN: 116519W) is acting as Statutory Auditor of the Company. The Members of the Company had, in its last Annual General Meeting held on September 29, 2015, appointed M/s. M A A K & Associates, Chartered Accountants to hold office for a term of 1 (One) year.

The Auditors' Report for financial year 2015-16 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

#### **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:

- a. 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.
- b. 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;
- c. 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
- d. That the annual accounts have been prepared on a going concern basis.
- e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively
- f. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

#### **24. INTERNAL FINANCIAL CONTROLS:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **25. 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.

## **26. 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: August 4, 2016

**Dr. Dinesh Patel**  
**Chairman and Managing Director**