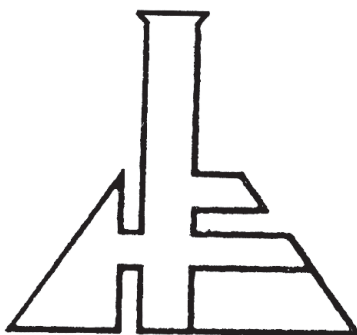


**32<sup>nd</sup>**  
**ANNUAL REPORT**  
**2014 - 2015**



**HINDUSTAN FLUOROCARBONS LIMITED**

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## **BOARD OF DIRECTORS**

<b>Shri V B Ramchandran Nair</b> Chairman	HOCL Nominee (From 12.08.2013)
<b>Shri T S Gaikwad</b> Managing Director	From 01.01.2008
<b>Shri Arun Agarwal</b> Director	Govt. of India Nominee (From 13.03.2012)
<b>Smt Anitha Rajendra, IAS</b> Director	APIDC Nominee (from 07.09.2013 up to 09.09.2014)
<b>Shri. Suresh Kumar R</b> Director	HOCL Nominee (From 13.07.2012)
<b>Dr. N J. Giakwad</b> Independent Director	HOCL Nominee (From 21.02.2014)
<b>Sri.Sanjeeva Narayan</b> Special Director	BIFR Nominee (From 04.02.2015)
<b>Mrs. Rajani. K</b>	Company Secretary (From 19.05.2011)

## **AUDITORS**

**M/s S Daga & Co**  
Chartered Accountants, 403, Paigah Plaza  
Basheerbagh, Hyderabad - 500 063.

## **BANKERS**

State Bank of Hyderabad,  
Gunfoundry, Hyderabad.

## **REGISTRARS & SHARE TRANSFER AGENTS**

**Share pro services (India) Pvt.Ltd.,**  
13AB, Samhita Warehousing Complex, Second Floor, Sakinaka, Telephone Exchange Lane,  
Off Andheri Kurla Road, Sakinaka, Andheri(East), MUMBAI – 400 072.

## **REGISTERED OFFICE**

303, Babukhan Estate,  
Basheerbagh, Hyderabad – 500 001

## **WORKS**

Rudraram P O, Sangareddy Tq.  
Medak Dist – 502 329 Andhra Pradesh

**AUDIT COMMITTEE (A.C) OF THE BOARD**

Dr. N J GAIKWAD	Director, Chairman (From 15.03.2014)
Shri. ARUN AGARWAL	Director, Member (From 13.04.2012)
Shri. SURESH KUMAR R	Director, Member (From 13.07.2012)
Smt. ANITHA RAJENDRA	Director, Member (From 06.11.2013 up to 09.09.2014)
Shri. SANJEEVANARAYAN	Director, Member from 25.05.2015
Mrs. RAJANI. K, CS	Secretary to the Committee (From 20.06.2011)

**SHARE TRANSFER COMMITTEE**

Shri. V B RAMCHANDRAN NAIR	Chairman (from 12.08.2013)
Shri. T S GAIKWAD	MD, Member (From 12.08.2011)
Shri. SURESH KUMAR R	Director, Member (From 13.07.2012)
Smt. ANITHA RAJENDRA	Director, Member (From 06.11.2013 up to 09.09.2014)
Mrs. RAJANI. K, CS	Secretary to the Committee (From 20.06.2011)

**MANAGEMENT COMMITTEE**

Shri. V B RAMCHANDRAN NAIR	Chairman, Member ( From 12.08.2013)
Shri. ARUN AGARWAL	Director, Member (From 13.04.2012)
Shri. T. S. GAIKWAD	MD, Member (From 13.04.2012)
Shri. SURESH KUMAR R	Director, Member (From 06.11.2013)
MRS. RAJANI. K, CS	Secretary to the Committee (From 20.06.2011)

Dissolved in 170<sup>th</sup> Board Meeting vide item No.170/13 held on 19.05.2014.

**RECEIVABLE COMMITTEE**

Shri. V B RAMCHANDRAN NAIR	Chairman, Member (From 12.08.2013)
Shri. T. S. GAIKWAD	MD, Member
Mrs. RAJANI. K, CS	Secretary to the Committee (From 20.06.2011)

Dissolved in 170<sup>th</sup> Board Meeting vide item No.170/14 held on 19.05.2014.

**CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY  
DEVELOPMENT COMMITTEE (CSR&SD):**

Dr. N J GAIKWAD	Director, Chairman (from 19.05.2014)
Shri. T S GAIKWAD	Director, Member (from 23.05.2013)
Shri. SURESH KUMAR R	Director, Member (from 23.05.2013)

**NOMINATION AND REMUNERATION COMMITTEE:**

Dr. N J GAIKWAD	Director, Chairman (from 19.05.2014)
Shri. ARUN AGARWAL	Director, Member (from 19.05.2014)
Shri. SURESH KUMAR R	Director, Member (from 19.05.2014)

**NOTICE**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Hindustan Fluorocarbons Limited will be held on Friday, the 25<sup>th</sup> September, 2015 at 3.00 P.M. at Press Club, Deshodharaka Bhavan, Bashirbagh, Hyderabad - 500 001 to transact the following business .

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2015 and Balance Sheet as on that date together with reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Shri. Suresh Kumar R**, who retires at this Annual General Meeting of the Company and eligible for re-appointment.
3. To appoint a Director in place of **Shri. Arun agarwal**, who retires at this Annual General Meeting of the Company and eligible for re-appointment.
4. To appoint a Director in place of **Dr. N J Gaikwad**, who retires at this Annual General Meeting of the Company and eligible for re-appointment.
5. To approve the remuneration of the Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India.

**SPECIAL BUSINESS:**

**6. Alteration of Situation clause of Memorandum of Association:**

**To consider and if thought fit to pass the following resolution as special resolution with or without modifications:**

**"RESOLVED** that pursuant to provisions of Sections 13 and other applicable provisions

and relevant Rules applicable, if any, of the Companies Act, 2013 read with applicable rules of Companies (Incorporation) Rules 2014 the situation clause of the Memorandum of Association of the company be and is hereby altered by substitution of the following clause Memorandum of Association –

Clause II- "The registered office of the company situated in state of Telangana"

**"RESOLVED FURTHER THAT** the any of the Directors of the Company be and is hereby authorized to file necessary Forms with the Registrar of Companies and other Statutory Authorities to do all other acts, deeds, things and matters as may be deemed expedient to give effect to the said resolution".

**RESOLVED FURTHER THAT** the certified true copies of any of these resolutions may be furnished, filed or uploaded, as may be required, under the signature of any of the Directors of the Company."

**7. Authorization under section 180(1)(a) of the Companies Act 2013**

**To consider and if thought fit to pass the following resolution as special resolution with or without modifications:**

**RESOLVED THAT** pursuant to the Section 180(1) (a) of the Companies Act 2013, other Rules, Regulations and provisions if any and subject to such other approvals and permissions as may be required for the purpose, consent of the members of the company be and is here by accorded to lease the unused land/vacant land of the company in favor of all or any of the financial institutions, banks, lenders, financiers, bodies corporate, corporations, foreign institutional investors, any



other person (s)/ entities or any combination of the above to carry out the business mentioned in the objects clause of the Memorandum of Association.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorized by the Board, be and is / are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute

discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company”

**“RESOLVED FURTHER THAT** the Director or the Company Secretary of the Company be and is hereby authorized to file the necessary forms & returns with the Registrar of Companies and other statutory authorities and to do all other things, acts and deeds as may be necessary”.

**PLACE: HYDERABAD**

**DATE : 14.08.2015**

**Regd. Office**

**303, Babukhan Estate,**

**Basheerbagh, Hyderabad – 500 001.**

**By order of the Board of Directors  
Of Hindustan Fluorocarbons Ltd.,**

**Sd/-  
(RAJANI.K)  
COMPANY SECRETARY**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HRS. BEFORE THE MEETING.
2. Members/Proxies should bring their admission slip duly filled in at the meeting.
3. The Register of Members and Shares Transfer Books of the company will remain closed from Saturday the 19<sup>th</sup> September, 2015 to Friday the 25<sup>th</sup> September, 2015 (both days inclusive).
4. Share transfer documents and all correspondence relating thereto and members who hold shares in physical form are requested to notify immediately any changes in their addresses should be addressed to the Registers and Transfer Agents of the company.
5. The company, consequent upon the introduction of the depository system (DS) entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The members, therefore, have the option of holding and dealing in the shares of the company in electronic form through NSDL and CDSL.
6. Members, who hold shares in the dematerialized form, are requested to bring their depository account number for identification.
7. Members are requested to bring their copy of Annual Report at the meeting, as the same will not be distributed again as a measure of economy.
8. An Explanatory statement pursuant to Section 102(2)(a) of the Companies Act, 2013 in respect of the Resolution set out against item no. 6 and 7 of the notice are enclosed.
9. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the company at least 10 days before the AGM so that the same can be suitably replied.
10. **The instructions for members for voting electronically are as under:-**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means. The facility of casting votes by a member using an electronic voting system from a place other than the venue of the AGM (remote e-voting) will be provided by Central Depository Services Limited (CDSL) and the items of business as detailed in this Notice may be transacted through remote e-voting.

**In case of members receiving e-mail:**

- i. the voting period begins on 22<sup>nd</sup> September, 2015 9.00 am and ends on 24<sup>th</sup> September, 2015 5.00 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) 18<sup>th</sup> September, 2015 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Share holder should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iv. Click on "Shareholders" tab.



- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.

**viii. If you are a first time user follow the steps given below:**

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>➤ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>➤ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.





- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**xix. Note for non individual shareholders and custodians:**

- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**IMPORTANT NOTES:**

1. Any person, who acquires shares of the Company and becomes member of the Company after 31<sup>st</sup> August, 2015 i.e the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 18<sup>th</sup> September, 2015 and not updated their PAN also member who have not received the intimation of sequence number may obtain the login ID and sequence number by sending a request to Share Pro Services (India) Private Limited.
2. 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 "remote e-voting" or "ballot paper/polling paper" for all those members who are remote e-voting facility/ ballot form. The facility for voting at meeting venue shall be decided by the Company i.e "remote e-voting" or "ballot paper/polling paper".
3. 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.
4. The remote e-voting period commences on 22<sup>nd</sup> September, 2015 (9:00 a.m.) and ends on 24<sup>th</sup> September, 2015 (5:00 p.m.). During this period Members of the Company, holding shares either in



physical form or in dematerialised form, as on the cut-off date of 18<sup>th</sup> September, 2015 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter

5. Mr. Raghavendar Rao Depuru, M/s. Ahalada Rao.V & Associates, Practicing Company Secretary (Membership No. A35788) has been appointed as the Scrutinizer for providing facility to the members of the company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

11. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and issued a circular on 21<sup>st</sup> April, 2011.

Section 20 of the Companies Act, 2013 provides service of documents under "Certificate of Posting" as one of the accepted mode of service where as the Department of Posts has recently discontinued the postal facility under "Certificate of Posting" vide Letter

Dated 23.02.2011, the Information Technology Act, 2000 also permits service of documents etc., in electronic mode.

Hence, the service of documents of a company can be made through Electronic mode. So, we request all the members to register their email id's by sending email along with names, DP id's & Folio Number to the following Mail ID: hflshareholders@gmail.com

**By order of the Board of Directors  
Of Hindustan Fluorocarbons Ltd.,**

**Sd/-  
(RAJANI.K)  
COMPANY SECRETARY**

**PLACE: HYDERABAD**

**DATE : 14.08.2015**

**Regd. Office**

**303, Babukhan Estate,  
Basheerbagh, Hyderabad – 500 001.**