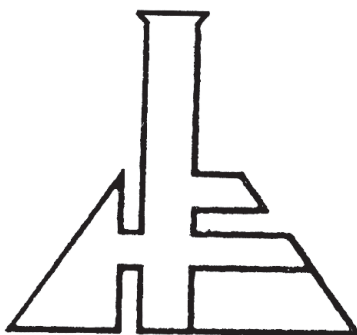


**31<sup>st</sup>**  
**ANNUAL REPORT**  
**2013 - 2014**



**HINDUSTAN FLUOROCARBONS LIMITED**

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## BOARD OF DIRECTORS

<b>Shri R N Madangeri</b> Chairman / Director	HOCL Nominee (From 01.02.2008 Up to 30.04.2013)
<b>Shri J N Suryawanshi</b> Director	HOCL Nominee (From 04.11.2011 Up to 21.02.2014)
Chairman	(From 01.05.2013 Up to 12.08.2013)
<b>Shri V B Ramachandran Nair</b> Chairman	HOCL Nominee (From 12.08.2013)
<b>Shri T S Gaikwad</b> Managing Director	From 01.01.2008
<b>Dr.B.D.Kulkarni</b> Director	HOCL Nominee From 30.01.2009 Up to 07.09.2013)
<b>Shri Arun Agarwal</b> Director	Govt. of India Nominee (From 13.03.2012)
<b>Shri S V Kanaka Seshu</b> Director	APIDC Nominee (From 18.10.2010 Up to 28.08.2013)
<b>Smt. Anitha Rajendra, IAS</b> Director	APIDC Nominee (From 07.09.2013)
<b>Shri. Suresh Kumar R</b> Director	HOCL Nominee (From 13.07.2012)
<b>Shri S B Bhide</b> Director	HOCL Nominee (07.09.2012 Up to 21.02.2014)
<b>Dr. N.J. Giakwad</b> Independent Director	HOCL Nominee (From 21.02.2014)
<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. B. D. KULKARNI	Director, Chairman (Up to 07.09.2013)
Shri N J GAIKWAD	Director, Chairman (From 15.03.2014)
Shri S. V. KANAKA SESHU	Director, Member (Up to 28.08.2013)
Shri ARUN AGARWAL	Director, Member (From 13.04.2012)
Shri J N SURYAWANSHI	Director, Member (Up to 21.02.2014)
Shri SURESH KUMAR R	Director, Member (From 13.07.2012)
Smt. ANITHA RAJENDRA, IAS	Director, Member (From 06.11.2013)
Mrs. RAJANI. K, CS	Secretary to the Committee (From 20.06.2011)

**SHARE TRANSFER COMMITTEE**

Shri R.N. MADANGERI	Chairman, Chairman (Up to 30.04.2013)
Shri J.N. SURYAWANSHI	Director, Member (From 14.11.2011 Up to 21.02.2011) Chairman (From 23.05.2013 Up to 12.08.2013)
Shri V.B. RAMACHANDRAN NAIR	Chairman, Chairman (From 12.08.2013)
Shri T S GAIKWAD	MD, Member (From 12.08.2013)
Dr. B D KULKARNI	Director, Member (From 12.08.2011 Up to 07.09.2013)
Shri S V KANAKA SESHU	Director, Chairman (From 12.08.2011 Up to 28.08.2013)
Shri SURESH KUMAR R	Director, Member (From 13.07.2012)
Shri S B BHIDE	Director, Member (From 07.09.2012 Up to 21.02.2014)
Smt. ANITHA RAJENDRA	Director, Member (From 06.11.2013)
Mrs. RAJANI. K, CS	Secretary to the Committee (From 20.06.2011)

**MANAGEMENT COMMITTEE**

Shri R. N. MADANGERI	Chairman, Member (Up to 30.04.2013)
Shri V.B. RAMACHANDRAN NAIR	Chairman, Member (From 12.08.2013)
Shri J N SURYAWANSHI	Director, Member (From 23.05.2013 Up to 21.02.2014)
Shri ARUN AGARWAL	Director, Member (From 13.04.2012)
Shri T. S. GAIKWAD	MD, Member (From 13.04.2012)
Dr. B D KULKARNI	Director, Member (Up to 07.09.2013)
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 R. N. MADANGERI	Chairman, Member (Up to 30.04.2013)
Shri V.B. RAMACHANDRAN NAIR	Chairman, Member (From 12.08.2013)
Shri T. S. GAIKWAD	MD, Member
Shri J N SURYAWANSHI	Director, Member (From 13.04.2012 Up to 21.02.2014)
Shri S V KANAKASESHU	Director, Member (From 13.04.2012 Up to 28.08.2013)
Mrs. RAJANI. K, CS	Secretary to the Committee (From 20.06.2011)

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

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

Dr. B D KULKARNI	Director, Chairman (from 23.05.2013 Up to 07.09.2013)
Shri J N SURYAWANSHI	Director, Member (from 23.05.2013 Up to 21.02.2014)
Dr. N J GAIKWAD	Director, Member (from 19.05.2014)
Shri T S GAIKWAD	Director, Member (from 23.05.2014)
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 31<sup>st</sup> Annual General Meeting of the Members of Hindustan Fluorocarbons Limited will be held on Friday, the 19<sup>th</sup> September, 2014 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, 2014 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 approve the remuneration of the Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India.

**COMPANY SECRETARY**

**PLACE: HYDERABAD**

**DATE : 25.07.2014**

**Regd.Office**

**303, Babukhan Estate,**

**SPECIAL BUSINESS**

5. To consider and if thought fit to pass the following resolution as ordinary resolution with or without modifications:  
"RESOLVED THAT Smt. Anitha Rajendra, IAS Director who was appointed as APIDC Nominee Director under Article 77 of the Article of Association on 7<sup>TH</sup> September, 2013 and who holds office up to the date of this Annual General Meeting be and is hereby appointed Director of the Company.
6. To consider and if thought fit to pass the following resolution as ordinary resolution with or without modifications:  
"RESOLVED THAT Dr. N J Gaikwad, Independent Director appointed as HOCL Nominee Director under Article 77 of the Article of Association on 21.02.2014 and who holds office up to the date of this Annual General Meeting be and is hereby appointed Director of the Company.

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

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



Basheerbagh, Hyderabad – 500 001.

**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 attendance slip duly filled in at the meeting.
3. The Register of Members and Shares Transfer Books of the company will remain closed from Thursday the 11<sup>th</sup> September, 2014 to Friday the 19<sup>th</sup> September, 2014 (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. 5 & 6 of the notice is 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 case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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*	<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.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 <Company Name> 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 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.



- Institutional 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.
- 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).
- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Thursday 14<sup>th</sup> August, 2014.
- (E) Mr. Raghavendar Rao Depuru, M/s.Ahalada Rao.V & Associates, Practicing Company Secretary (Membership No. A35788) has been appointed as the Scrutinizer to scrutinize that the e-Voting process is conducted in a fair and transparent manner
- (F) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witnesses not In the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

**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) The voting period begins on 12<sup>th</sup> September, 2014. 9.00 a.m. and ends on 14<sup>th</sup> September, 2014. 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs")
- (G) The results shall be declared on or after the day of the Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's websites of Stock Exchanges and CDSL within two (2) working days of passing of the resolutions at the AGM of the Company.
- (H) The resolution shall be deemed to passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of e-Voting results and voting held at the AGM.
- 1.1. 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 52 & 53 of the Companies Act, 1956 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](mailto:hflshareholders@gmail.com)**

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

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

**PLACE: HYDERABAD**

**DATE : 25.07.2014**

**Regd.Office  
303, Babukhan Estate,  
Basheerbagh, Hyderabad - 500 001.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2)(a) OF THE COMPANIES ACT, 2013.****Item No.5**

Smt. Anitha Rajendra, IAS, Vice President and Managing Director of Andhra Pradesh Industrial Development Corporation of India Ltd ( APIDC) was appointed by APIDC in terms of Article 77 of the Articles of Association of the Company as its Nominee on the Board of Directors of the Company w.e.f. 07.09.2013. Smt. Anitha Rajendra, IAS holds office till the date of ensuing Annual General Meeting by virtue of Section 161 of the Companies Act, 2013 read with Article 77 of the Articles of Association of the Company, and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, the Company has received a proposal from a member proposing candidature of Smt. Anitha Rajendra, IAS for the office of Director of the Company.

None of the Directors of the company except Smt. Anitha Rajendra, IAS in any way, concerned or interested in the resolution.

The Board of Directors commends the resolution for approval of the share holders.

**Item No.6**

Dr. N J Gaikwad, Independent Director of Hindustan Organic Chemicals Limited ( HOCL) was appointed by HOCL in terms of Article 77 of the Articles of Association of the Company as its Nominee on the Board of Directors of the

Company w.e.f 21.02.2014 till the holding of the next Annual General Meeting of the Company by virtue of the above and pursuant to Section 161 of the Companies Act, 2013 Dr. N J Gaikwad holds office till the date of ensuing Annual General Meeting of the Company and is eligible for appointment.

In terms of section 160 of the Companies Act, 2013, the Company has received a proposal from a member proposing candidature of Dr. N J Gaikwad for the office of Director of the Company.

None of the Directors of the company except Dr. N J Gaikwad in any way concerned or interested in the resolution.

The Board of Directors commends the resolution for approval of the share holders.

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

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

**PLACE: HYDERABAD**

**DATE : 25.07.2014**

**Regd.Office  
303, Babukhan Estate,  
Basheerbagh, Hyderabad - 500 001.**