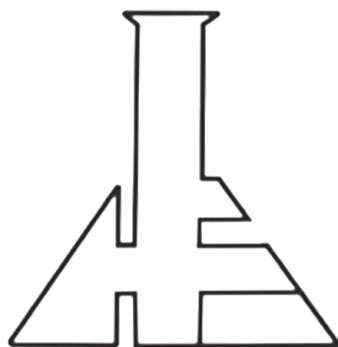


37th
ANNUAL REPORT
2019 - 2020



HINDUSTAN FLUOROCARBONS LIMITED

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BOARD OF DIRECTORS

Shri S B BHIDE (DIN: 05323535)	Chairman (HOCL Nominee) (w.e.f. 08.03.2016)
Shri CHANDER PRAKASH BHATIA (DIN: 08554234)	Managing Director (w.e.f. 01.06.2020)
Shri DHARMENDRA KUMAR MADAN (DIN: 07924171)	Director (Govt. Nominee) (w.e.f. 09.08.2017)
Shri T S GAIKWAD (Retired)	Managing Director w.e.f. 01.01.2008 up to 31.05.2020
Shri MUKESH PAREEK (DIN: 07758639)	HOCL Nominee Independent Director (Tenure ended 20.02.2020)
Smt. LATA ALKER (DIN: 07767534)	HOCL Nominee Independent Director (Tenure ended 20.02.2020)
Shri. RAJKISHORE DAS (DIN) 07774176	Independent Director (w.e.f. 13.02.2017 upto 01.04.2019)
Smt. PUSHPA TRIVEDI (DIN) 01388230	HOCL Nominee Independent Women Director (w.e.f. 28.10.2016 upto 14.06.2019)
Ms. S KRITHIKA	Company Secretary (w.e.f. 12.08.2019)

AUDITORS

SARATH & ASSOCIATES

Chartered Accountants (FRN: 005120S)
4th Floor, Maas Heights, 8-2-577/B,
Rd No.8, Banjara Hills, Hyderabad - 500 034.

BANKERS

State Bank of India

SME Branch, Saifabad, Hyderabad

REGISTRARS & SHARE TRANSFER AGENTS

M/s. KFin Technologies Private Limited

Formerly (Karvy Fintech Private Limited)

Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032.

REGISTERED OFFICE

303, Babukhan Estate,
Basheerbagh, Hyderabad – 500 001

WORKS

Rudraram PO, Kandi Mandal,
Sangareddy Dist - 502 329. Telangana State

AUDIT COMMITTEE (A.C) OF THE BOARD

SHRI DHARMENDRA KUMAR MADAN	GoI Nominee Director, Member
SHRI MUKESH PAREEK	HOCL Nominee, Independent Director, Member (upto 20.02.2020)
MS. LATA ALKER	HOCL Nominee, Independent Director, Chairman (upto 20.02.2020)
Shri. RAJKISHORE DAS (DIN) 07774176	Independent Director Chairman (w.e.f. 27.02.2017 upto 01.04.2019)
SMT. PUSHPA TRIVEDI (DIN) 01388230	HOCL Nominee, Independent Director, Member (w.e.f. 11.11.2016 upto 14.06.2019)
MS. S. KRITHIKA	Secretary to the Committee (From 12.08.2019)

NOMINATION AND REMUNERATION COMMITTEE:

SHRI S B BHIDE	Chairman, Member (From 08.03.2016)
SHRI DHARMENDRA KUMAR MADAN	GoI Nominee, Director, Member (From 14.08.2017)
MS. LATA ALKER	HOCL Nominee, Independent Director, Chairman (upto 20.02.2020)
SHRI. RAJKISHORE DAS (DIN) 07774176	Independent Director, Member (w.e.f. 27.02.2017 upto 01.04.2019)
SMT. PUSHPA TRIVEDI (DIN) 01388230	HOCL Nominee, Independent Women Director (w.e.f. 10.02.2017 upto 14.06.2019)
SHRI MUKESH PAREEK	HOCL Nominee, Independent Director, Chairman (upto 20.02.2020)
MS. S. KRITHIKA	Secretary & the Committee (from 12.08.2019)

SHARE TRANSFER COMMITTEE

SHRI S B BHIDE	Chairman, Chairman (From 08.03.2016)
SHRI. T S GAIKWAD (Retired)	MD, Member (up to 31.05.2020)
SHRI. C P BHATIA	MD, Member (from 08.11.2019)
MS. S. KRITHIKA	Secretary to the Committee (From 12.08.2019)

STAKEHOLDERS RELATIONSHIP COMMITTEE (constituted on 08.11.2019)

SHRI. S B BHIDE	Chairman, Member
MS. LATA ALKER	HOCL Nominee, Independent Director, Chairman (upto 20.02.2020)
SHRI. C P BHATIA	MD, Member (from 08.11.2019)
SHRI MUKESH PAREEK	HOCL Nominee, Independent Director, Member (upto 20.02.2020)
MS. S. KRITHIKA	Secretary to the Committee (From 12.08.2019)

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

SHRI.DHARMENDRA KUMAR MADAN	Gol Nominee, Director, Member (From 14.08.2017)
MS. LATA ALKER	HOCL Nominee, Independent Director, Chairman (upto 20.02.2020)
SHRI. C P BHATIA	MD, Member (from 08.11.2019)
SHRI. S B BHIDE	Chairman, Member (From 10.02.2017)
SMT. PUSHPA TRIVEDI	Chairman (From 10.02.2017 upto 14.06.2019)
MS. S. KRITHIKA	Secretary to the Committee (From 12.08.2019)



Notice of the 37th Annual General Meeting

Notice is hereby given that the 37th Annual General Meeting of the Members of Hindustan Fluorocarbons Limited will be held on Friday the 25th September, 2020 at 3.00 P.M through Other Audio Visual Means ("OAVM") without physical presence of the shareholders at a common venue, to transact the following businesses:

Ordinary Business:

Item No. 1 –To consider and to adopt the Audited Financial Statements comprising the Balance Sheet as at 31st March, 2020, the Profit & Loss Account for the year ended 31st March, 2020, Cash Flow Statement, Schedules and Notes to Accounts attached thereto, together with the Directors' Report and the Auditors' Report along with the Report of the Comptroller & Auditor General (CAG).

Item No. 2 – To re-appoint Shri. Dharmendra Kumar Madan (DIN: 07924171), as per Gol order, who retires at this AGM and being eligible offers himself for re-appointment

Item No. 3 -To approve the remuneration of Rs.1,15,000/- to be paid as statutory audit fees to M/s. Sarath & Associates, Chartered Accountants, Hyderabad (Firm Registration Number [0051205]) appointed as Statutory Auditor by C&AG for the Financial Year 2020-21 and to authorise and to ratify the actions of the Board of Directors of the Company to fix the other fees, if any, payable to the Statutory Auditors of the Company, for the Financial Year 2020-21.

SPECIAL BUSINESS

Item No. 4 -Appointment of Shri. Chander Prakash Bhatia (DIN: 08554234), as Managing Director of the Company to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Article No. 77 of Articles of Association of the company, and pursuant to order file No.P-51011/1/2019-Chem.III-CPC (Part), dated 29.05.2020, received from Gol for assignment of additional charge for the post of Managing Director of the company (HFL) and pursuant to the provisions of sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Shri. Chander Prakash Bhatia, (DIN: 08554234) is appointed as the Managing Director of the company with effect from 01.06.2020 the closure of activities of HFL are completed or till the date of his superannuation or till further orders, whichever is earlier"

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

**Sd/-
(S. Krithika)
Company Secretary**

PLACE : HYDERABAD

DATE : 10.08.2020

Regd.Office

303, Babukhan Estate,

Basheerbagh, Hyderabad – 500 001.

**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 4 is annexed hereto.
2. In view of the continuing Covid-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its circular dated 12th May, 2020 permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC" or "OAVM"), without requiring the physical presence of the shareholders at a common venue.
3. In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 37th Annual General Meeting of the Company is being conducted through video Conferencing ("VC") (hereinafter referred to as "AGM" or "e-AGM"). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the "AGM" or "e-AGM".

For this purpose, necessary arrangements have been made by the Company with CDSL and instructions for the process to be followed for attending and participating in the ensuing AGM through VC / OAVM is forming part of this Notice.
4. Pursuant to the provisions of the Act, a member entitled to attend and Vote at AGM

is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not to be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxy by the members will not be available for the AGM and hence Proxy form, Attendance Slip are not annexed to this notice.

5. As per the provisions under the MCA Circulars, members attending the 37th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Institutional Shareholders / Corporate Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., authorising its representative to attend the e-AGM on its behalf and to vote through remote e-voting or during the e-AGM. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address toahaladarao.associates@gmail.com, with a copy marked to hflshareholders@gmail.com
7. Shareholders may contact the Company's Registrar & Transfer Agent at the following address :M/s. KFin Technologies Private Limited, (KFin) Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032. Ph: Tel: 040-67162222, 67161511, Fax: 040-23420814. Members can also correspond with the RTA at their email id: damodar.kedlaya@kfintech.com / premkumar.nair@kfintech.com.

**Important information:**

- I. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank details to the Company / Registrar & Share Transfer Agent (RTA)
 - II. SEBI Gazette Notification dated June 08, 2018, shares in physical form will not be transferred after December 05, 2018. Hence, in your interest, it is advised to get your shares dematerialized at the earliest.
 - III. In accordance with the provision to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
8. Shareholders are requested to intimate immediately any change in their addresses registered with the Company, their PAN, KYC details to the RTA [as above in note no.7]
 9. The Register of Members and Share Transfer books will remain closed from Friday, September 18, 2020 to Friday, September 25, 2020 (both days inclusive).
 10. The Company has appointed Mr. Raghavendar Rao Depuru, M/s. Ahalada Rao.V & Associates, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
 11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, shall be available for inspection by the Members through e-mail. The members are requested to send an e-mail to hflshareholders@gmail.com for the same.
 12. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services Limited (CDSL). Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.



13. The e-voting period commences on 22nd September, 2020 (9.00 A.M. IST) and ends on 24th September, 2020 (5.00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 17th September, 2020 may cast their votes electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 17th September, 2020 (Cut-Off Date).
14. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
15. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at www.cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
16. Further pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs to send the Notice, Annual Report electronically on the e-mail addresses as obtained from the Company/ Depositories/

Registrar and Share Transfer Agent to the members.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2019-20 will also be available on the Company's website www.hfl.co.in, websites of the Stock Exchange i.e. BSE at www.bseindia.com and on the website of CSDL at www.evotingindia.com.

If you are holding the shares of the Company in dematerialized form and already registered your email address, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other Shareholders communication by electronic mode.

The Members who hold shares in physical mode and have not registered their e-mail address may request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode by registering their valid e-mail address with the Company / Registrar and Share Transfer Agents.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with KFin Technologies Private Ltd., (in case of Shares held in physical form).



17. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA i.e. KFin Technologies Private Limited

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING AGM:

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 22nd September 2020 and ends on 24th September 2020. 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 17th September 2020 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login** -

Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 and voted on an earlier e-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 Shareholders holding shares in Demat Form and Physical Form
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PAN

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank DetailsOR Date of Birth (DOB)
--

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.



- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.** i.e. einward.ns@kfintech.com or hfshareholder@gmail.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id.** i.e. einward.ns@kfintech.com or hfshareholder@gmail.com