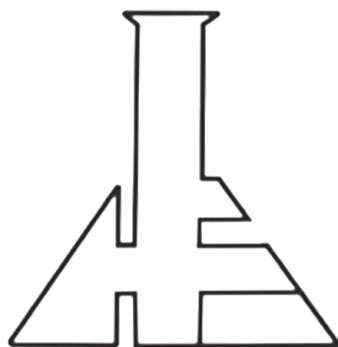


**39<sup>th</sup>**  
**ANNUAL REPORT**  
**2021 - 2022**



**HINDUSTAN FLUOROCARBONS LIMITED**

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### **AUDITORS**

#### **SARATH & ASSOCIATES**

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

### **BANKERS**

#### **State Bank of India**

SME Branch, Saifabad, Hyderabad

### **BOARD OF DIRECTORS**

<b>Shri Sajeev B</b> (DIN: 09344438)	Chairman & Managing Director (CMD HOCL)(w.e.f. 22.09.2021)
<b>Shri D.K. Madan</b> (DIN: 07924171)	Gol Nominee Director (w.e.f 09.08.2017 upto 31.01.2022) Managing Director (Additional Charge) (w.e.f. 02.08.2021 upto 21.09.2021)
<b>Shri S K Navhale</b> (DIN: 09536256)	Gol Nominee Director (w.e.f. 31.3.2022)
<b>Smt. Susheela S Kulkarni</b> (DIN: 09100453)	HOCL Nominee Director (w.e.f. 06.03.2021 upto 28.02.2022)
<b>Smt. K.Kusumam</b> (DIN: 09235912)	HOCL Nominee Director (w.e.f. 11.06.2021 upto 31.05.2022)
<b>Smt.Archana K</b> (DIN: 09461596)	Independent Director (w.e.f.24.12.2021)
<b>Shri Bharat J Kanabar</b> (DIN: 09466694)	Independent Director (w.e.f.28.01.2022)
<b>Shri P O Luise</b> (DIN: 09533670)	HOCL Nominee Director (w.e.f.01.03.2022)
<b>Shri Shanil Lal</b> (DIN: 09660092)	HOCL Nominee Director (w.e.f.01.06.2022)

### **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.

### **KEY MANAGERIAL PERSONS (KMP)**

**Shri P.O. Luise**, Chief Financial Officer  
**Shri Subramonian .H**, Company Secretary

### **SECRETARIAL AUDITORS**

#### **ARS & ASSOCIATES**

Company Secretaries, LLP (LLPIN: AAG 3878)  
Hyderabad, India

### **REGISTERED OFFICE**

303, Babukhan Estate,  
Basheerbagh, Hyderabad – 500 001

### **WORKS**

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

**BOARD COMMITTEES (w.e.f. 01-06-2022)****AUDIT COMMITTEE OF THE BOARD**

Smt. Archana K	- Chairman
Dr. Bharat J. Kanabar	- Member
Shri Shanil Lal	- Member
Shri Subramonian H	- Secretary to the Committee

**NOMINATION AND REMUNERATION COMMITTEE:**

Dr. Bharat J. Kanabar	- Chairman
Smt. Archana K	- Member
Shri. Shanil Lal	- Member
Shri Subramonian H	- Secretary to the Committee

**STAKEHOLDERS RELATIONSHIP COMMITTEE (S.R.C.)**

Smt. Archana K	- Chairman
Dr. Bharat J. Kanabar	- Member
Mr. Shanil Lal	- Member
Shri Subramonian H	- Secretary to the Committee

**SHARE TRANSFER COMMITTEE**

Shri. Shanil Lal	- Chairman
Dr. Bharat J. Kanabar	- Member
Smt. Archana K	- Member
Shri Subramonian H	- Secretary to the Committee



## **Notice of the 39<sup>th</sup> Annual General Meeting**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of Hindustan Fluorocarbons Limited will be held on **Tuesday the 27<sup>th</sup> September, 2022** at 3.00P.M through Video Conference or Other Audio-Visual Means ("OAVM") without physical presence of the shareholders at a common venue, to transact the following businesses:

### **Ordinary Business:**

**ItemNo.1** –To consider and to adopt the Audited Financial Statements comprising the Balance Sheet as at 31<sup>st</sup>March, 2022, the Profit & Loss Account for the year ended 31<sup>st</sup>March, 2022, 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).

**ItemNo.2** – To re-appoint Shri P O Luise (DIN: 09533670) , as per HOCL order, who Retires at this AGM and being eligible offers himself for re-appointment.

**Item No. 3** – To authorize Board of Directors to fix remuneration to be paid as statutory audit fees to the statutory auditors as and when appointed by the Comptroller & Auditor General of India [C&AG] for the FY 2022-23 in terms of the provisions of Section 139(5) read with Section 142 of the Companies Act, 2013 and to consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution.

**"RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration to the Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the financial year 2022-23.

### **Special Business:**

**Item No. 4 – Appointment of Shri Sanjay Krishna Navhale (DIN 09536256) as Government Nominee Director**

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

**RESOLVED THAT** pursuant to the provisions Sections 149,152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof and pursuant to the Articles of Association of the company, applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Sanjay Krishna Navhale [DIN 09536256] who was appointed by President of India vide Ministry of Chemicals & Fertilizers Order No.P-52011/2/2011-32 III-CPC dated 31<sup>st</sup> March, 2022, as Government Nominee Director on the Board of Directors of Hindustan Fluorocarbons Limited for a period of three (3) years or till further orders, whichever is earlier be and is hereby appointed as Government Nominee Director of the Company with effect from 31<sup>st</sup> March, 2022 on terms and conditions fixed by Government of India and he shall be liable to retire by rotation."

**Item No.5 – Appointment of Smt Archana K (DIN 09461596) as Non-Official Part-time Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof and pursuant to the Articles of Association of the company, applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Smt. Archana K [DIN 09461596] who was appointed by President of India vide Ministry of Chemicals & Fertilizers order No.P-53013/8/2019-CHEM.III-CPC dated 24<sup>th</sup> December, 2021 as part time Non-official Independent Director on the Board of Hindustan Fluorocarbons Limited for a period of three (3) years with effect from the date of the order or until further orders, be and is hereby appointed as Non-official Independent Director with effect 24<sup>th</sup> December, 2021 and she shall be not liable to retire by rotation.”

**Item No.6 – Appointment of Dr Bharat J Kanabar (DIN 09466694) as HOCL Nominee Independent Director**

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof and pursuant to the Articles of Association of the company, applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Bharat J Kanabar, [DIN 09466694] who was appointed by Hindustan Organic Chemicals Limited (holding company of HFL) as Independent Director on the Board of Directors of Hindustan Fluorocarbons Limited till tenure of Dr. Bharat J Kanabar in Hindustan Organic Chemicals Limited or till further orders whichever is earlier be and is hereby appointed as HOCL nominee Independent Director with effect 28<sup>th</sup> January, 2022 and he shall be not liable to retire by rotation.”

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

**Sd/-  
(Subramonian H)  
Company Secretary  
ACS 28380**

**PLACE : HYDERABAD**

**DATE : 03-09-2022**

**Regd. Office**

**303, Babukhan Estate,**

**Basheerbagh, Hyderabad – 500 001.**

**NOTES:**

1. In the view of continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No.2/2022 dated 5<sup>th</sup> May, 2022 read with the General Circular No.20/2020 dated 5<sup>th</sup> May, 2020, General Circular No.02/2021 dated 13<sup>th</sup> January, 2021, General Circular No.19/2021 dated 8<sup>th</sup> December, 2021, and 21/2021 dated 14<sup>th</sup> December, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), SEBI circulars and MCA Circulars, the 39<sup>th</sup> AGM of the company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only. The Head Office of the Company shall be deemed to be the venue of the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. Pursuant to the provisions of the Companies Act, 2013, 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/SEBI 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
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. As per the provisions under the MCA/SEBI Circulars, members attending the 39<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business are appended to this notice.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the e-AGM are requested to send a certified copy of the Board resolution /authorization letter to the Scrutinizer by email to mail@arscslip.com and hfshareholders@gmail.com with a copy marked to evoting@cdslindia.com and einward.ris@kfintech.com.
7. 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, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for



electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2022. Members seeking to inspect such documents can send an email to [hflshareholders@gmail.com](mailto:hflshareholders@gmail.com).

8. Pursuant to Section 139 (5) of the Companies Act, 2013, the Auditors of the Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG). As per Section 142 of the Companies Act, 2013, the remuneration to the Auditors shall be fixed by the company in the AGM or in such manner as the company in general meeting may determine. The Statutory Auditors of the Company for the year 2022-23 is yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration to the Statutory Auditors for the year 2022-23.
9. Members are requested to address all correspondence, to RTA, KFin Technologies Private Limited, Unit: Hindustan Fluorocarbons Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Hyderabad 500 032. Ph.: 1800 345 4001/ 1800 309 4001 and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

Company is sharing below mentioned important information along with this AGM notice

**Important information:**

- I. Pursuant to SEBI circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, members 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 & Transfer Agent (RTA).
- II. SEBI Gazette Notification dated June 08, 2018, read with notification dated January 24, 2022 any request for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in dematerialized form with a depository. Hence, shareholders holding shares in physical form, are advised to dematerialize their shares
- III. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
- IV. SEBI circulars Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 had mandated the submission of PAN, KYC and nomination details by members holding shares in physical form by 31<sup>st</sup> March, 2023. For submitting the information, Members may access relevant forms at <http://www.hfl.co.in>
- V. Members who hold physical shares may provide updated bank details by submitting hard copy of duly signed Form – ISR 1 along with relevant documents mentioned therein to RTA. The said form is available at <http://www.hfl.co.in/investors>.
- VI. Members who are holding shares in physical form and have not yet registered their nomination are requested to submit Form – SH 13 for registering their nomination, Form – SH 14 for making changes to their nomination details, Form – ISR 2 for updating the signature of member and Form



– ISR 3 to opt out of nomination along with the relevant documents to RTA. The relevant forms are available at <http://www.hfl.co.in/investors>

- VII. As per SEBI circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated 25<sup>th</sup> May, 2022 the listed companies with immediate effect shall issue the securities only in Demat mode while processing various investor request pertaining to issuance of duplicate share certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of share certificate etc. Therefore, members are requested to submit hard copy of duly signed Form – ISR 4 along with the relevant documents to RTA. The relevant form is available at <http://www.hfl.co.in/investors>
- VIII. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18<sup>th</sup> May, 2022 has simplified and standardized procedure for transmission of shares. Therefore, members are requested to make service request for transmission of shares by submitting hard copy of the duly signed Form – ISR 5 along with relevant documents to RTA. The relevant form is available at <http://www.hfl.co.in/investors>
10. Members are requested to intimate immediately as and when there is any change in their addresses registered with the Company, their PAN, KYC details immediately to the RTAs.
11. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 21, 2022 to Tuesday, September 27, 2022** (both days inclusive) for the purpose of AGM of the Company.
12. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, 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 who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes 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. The Board has appointed ARS and Associates, Company Secretaries LLP, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
13. Members holding shares either in physical or dematerialized form, as on cut-off/record date, i.e. as on **September 20, 2022**, may cast their votes electronically. The e-voting period commences on **Saturday, September 24, 2022 (9:00 a.m. IST) and ends on Monday, September, 26 2022 (5:00 p.m. IST)**. The e-voting module will be disabled by CDSL 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 September 20, 2022**. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
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. The cut off date for sending 39<sup>th</sup> AGM notice & Annual report is on **26<sup>th</sup> August, 2022**. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. 26<sup>th</sup> August, 2022, may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). 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. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. 26<sup>th</sup> August, 2022 may follow steps mentioned in the Notice under "Instructions for e-voting."
16. In compliance with the MCA/SEBI Circulars, the Annual Report 2021-22, the Notice of the 39<sup>th</sup> AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
17. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, KFin Technologies Private Limited at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report.

Type of Holder	Process to be followed for Registering email address
Physical	Send a written request or email request to the RTA of the Company ( <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ), KFin Technologies Private Limited at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Hyderabad – 500032, providing Folio Number, name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), AADHAAR (self-attested copy of Aadhaar card) for registering email address.
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

18. Members may also note that the Notice of the 39<sup>th</sup> AGM and the Annual Report 2021-22 will also be available on the Company's website, [https:// www.hfl.co.in/](https://www.hfl.co.in/), website of the Stock Exchange, i.e. BSE Limited, at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
19. Additional information pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part of this Notice.
20. SEBI has mandated the submission of 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.



21. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Kfin Technologies Pvt. Ltd. for assistance in this regard.
22. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL and RTA, and will also be displayed on the Company's website, [www.hfl.co.in](http://www.hfl.co.in).
23. Since the AGM will be held through VC/OAVM in accordance with the MCA/SEBI Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

**Instructions for e-voting:****CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders