



HIPOLIN LIMITED

NINETEENTH ANNUAL REPORT

2011 - 2012

ANNUAL REPORT 2011-2012

HIPOLIN LIMITED

BOARD OF DIRECTORS

Shri Bhupendra J. Shah
Shri Jaykumar J. Shah
Shri Shailesh J. Shah
Shri Daxesh B. Shah
Shri Rumit B. Shah
Shri Vivek S. Shah
Shri Rohit K. Choksi
Shri Kaushik R. Patel
Shri Narendra N. Shah
Shri Mahesh S. Shah
Shri Sunil H. Talati
Shri Nilesh Desai

Chairman
Vice- Chairman
Managing Director
Wholetime Director
Director (Production)
Executive Director
Director
Director
Director
Director
Director

CHIEF EXECUTIVE

Shri Snehal R. Parikh

AUDITORS

M/s. Harish S. Patel & Co.
Chartered Accountants

BANKERS

The Kalupur Comm. Co. Op. Bank Ltd.
Corporation Bank.
Bank of India
HDFC Bank Ltd.
AXIS Bank Ltd.
Vijaya Bank
AMCO Bank
Yes Bank

CORPORATE OFFICE:

45, Madhuban, 4th Floor,
Nr, Madalpur Garnala,
Ellisbridge, Ahmedabad : 380006.

REGISTERED OFFICE & FACTORY

A/1/1, Nilkanth Ind. Estate,
Sanand-Viramgam Highway,
Nr, Iyava Bus Stand,
Via Virochannagar (P. O.)
Pin Code No.-382170. Dist : Ahmedabad.

REGISTRAR AND TRANSFER AGENT

M/s. Sharepro Services (I) Pvt. Ltd.
416-420, 4th Floor, Devnandan Mall,
Opp. Sanyas Ashram, Ellisbridge,
Ahmedabad – 380 006.
Tel. No. : 079 – 26582381-82-83-84

HIPOLIN LIMITED

NOTICE

NOTICE is hereby given that the NINETEENTH ANNUAL GENERAL MEETING of the Members of HIPOLIN LIMITED will be held at A/1/1, Nilkanth Ind. Estate Sanand -Viramgam Highway, Near Iyava Bus Stand, Via.Virochannagar -382170 on **Saturday, 29th September, 2012 at 2.00 p. m.** to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Nilesh Desai**, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of **Shri Daxesh B. Shah**, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of **Shri Kaushik R. Patel**, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

6. REVISION OF REMUNERATION OF MR. BHUPENDRABHAI J. SHAH AS CHAIRMAN :

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 314, 317 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII prescribed under the Companies Act, 1956 and in pursuance to the provisions of Articles of Association of the Company, approval of the Company be and is hereby given for the increase in remuneration and allowances payable to Shri Bhupendra J. Shah, Chairman of the Company on the following terms and conditions and that the Board of Directors be authorised to alter and vary the terms and conditions of the said appointment and remuneration payable as mentioned herein."

1	SALARY	Rs. 19,500/-p.m. From 01.05.2012 to 31.03.2013 Rs. 21,500/- p.m. From 01.04.2013 to 31.07.2014
2	PERQUISITES	Perquisites will be allowed in addition to salary as under : CATEGORY : A (i) Special Allowance: Rs. 10,000/- p.m. from 01.05.2012 to 31.03.2013 Rs. 12,000/- p.m. from 01.04.2013 to 31.07.2014 (ii) House Rent Allowance: Rs. 5000/- p.m. from 01.05.2012 to 31.03.2013. Rs. 6000/- p.m. from 01.04.2013 to 31.07.2014 (iii) Conveyance Allowance: Rs.5,500/- per month

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		CATEGORY : B
		(i) Leave Travel Concession : For self and family every year incurred of not exceeding to the ceiling of the one month in a block of three calendar year.
		(ii) Gratuity : Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.
		The above benefits in Category "B" shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.
	3 OTHER TERMS & CONDITIONS	(i) "Family" means spouse, dependent children and dependent parents of Mr. Bhupendra J. Shah. (ii) Leave with full pay and allowance shall be allowed as per company's rules. (iii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed. (iv) No sitting fees shall be paid for attending the meetings of the Board of Directors or committee thereof.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained wherein in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is lower, unless otherwise determined by the Board of Directors."

"RESOLVED FURTHER THAT the Board be and is hereby empowered to decide not to pay any remuneration or reduce the remuneration which the Board may consider reasonable, in such financial year where there are no profits or the same are considered inadequate by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

7. REVISION OF REMUNERATION OF MR. JAYKUMAR J. SHAH, VICE-CHAIRMAN :

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 314, 317 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII prescribed under the Companies Act, 1956 and in pursuance to the provisions of Articles of Association of the Company, approval of the Company be and is hereby given for the increase in the remuneration payable to Shri Jaykumar J. Shah, Vice-Chairman of the Company on the following terms and conditions and that the Board of Directors be authorised to alter and vary the terms and conditions of the said appointment and remuneration payable as mentioned herein."

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1	SALARY	Rs. 19,500/-p.m. From 01.05.2012 to 31.03.2013 Rs. 21,500/- p.m. From 01.04.2013 to 31.07.2014
2	PERQUISITES	<p>Perquisites will be allowed in addition to salary as under :</p> <p>CATEGORY : A</p> <p>(i) Special Allowance: Rs. 10,000/- p.m. from 01.05.2012 to 31.03.2013 Rs. 12,000/- p.m. from 01.04.2013 to 31.07.2014</p> <p>(ii) House Rent Allowance: Rs. 5000/- p.m. from 01.05.2012 to 31.03.2013. Rs. 6000/- p.m. from 01.04.2013 to 31.07.2014</p> <p>(iii) Conveyance Allowance: Rs.5,500/- per month.</p> <p>CATEGORY : B</p> <p>(i) Leave Travel Concession : For self and family every year incurred of not exceeding to the ceiling of the one month in a block of three calendar year.</p> <p>(ii) Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.</p> <p>The above benefits in Category "B" shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.</p>
3	OTHER TERMS & CONDITIONS	<p>(i) "Family" means spouse, dependent children and dependent parents of Mr. Jaykumar J. Shah.</p> <p>(ii) Leave with full pay and allowance shall be allowed as per company's rules.</p> <p>(iii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.</p> <p>(iv) No sitting fees shall be paid for attending the meetings of the Board of Directors or committee thereof.</p>

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained wherein in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is lower, unless otherwise determined by the Board of Directors."

"RESOLVED FURTHER THAT the Board be and is hereby empowered to decide not to pay any remuneration or reduce the remuneration which the Board may consider reasonable, in such financial year where there are no profits or the same are considered inadequate by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

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8. RE-APPOINTMENT OF MR. RUMIT B. SHAH AS DIRECTOR (PRODUCTION) :

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

"RESOLVED THAT pursuant to the provisions of Section 198,269,309, 310, 314, 317 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII prescribed under the Companies Act, 1956 and in pursuance to the provisions of Articles of Association of the Company, approval of the Company be and is hereby given to the re-appointment of Shri Rumit Bhupendrabhai Shah, Director (Production) of the Company with effect from 16/05/2012 to 31.03.2015 on the following terms and conditions and that the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and remuneration payable as mentioned herein."

1	TERM	16.05.2012 to 31.03.2015
2	SALARY	Rs. 26,000/-p.m. from 16.05.2012 to 31.03.2013. Rs. 28,500/-p.m. from 01.04.2013 to 31.03.2014. Rs. 31,000/- p.m. from 01.04.2014 to 31.3.2015.
3	PERQUISITES	Perquisites will be allowed in addition to salary as under :
		CATEGORY : A
		(i) Special Allowance : Rs. 11,000/- per month
		(ii) House Rent Allowance: Rs. 5000/- p.m. from 16.05.2012 to 31.03.2013. Rs. 7000/- p.m. from 01.04.2013 to 31.03.2014. Rs. 9000/- p.m. from 01.04.2014 to 31.03.2015.
		(iii) Conveyance Allowance: Rs.6,000/- p.m. from 16.05.2012 to 31.03.2013. Rs. 7000/- p.m. from 01.04.2013 to 31.03.2014. Rs.8000/- p.m. from 01.04.2014 to 31.03.2015.
		CATEGORY : B
		(i) Leave Travel Concession : For self and family every year incurred of not exceeding to the ceiling of the one month in a block of three calendar year.
		(ii) Provident Fund : Company's contribution to provident fund shall be as per the statutory rules or the scheme as may be applicable to the Company.
		(iii) Gratuity : Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.
		The above benefits in Category "B" shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.

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3	OTHER TERMS & CONDITIONS	(i) "Family" means spouse, dependent children and dependent parents of Mr. Rumi B. Shah
		(ii) Leave with full pay and allowance shall be allowed as per company's rules.
		(iii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
		(iv) No sitting fees shall be paid for attending the meetings of the Board or Directors or committee thereof.
		(v) He shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained wherein in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, which ever is lower, unless otherwise determined by the Board of Directors."

"RESOLVED FURTHER THAT the Board be and is hereby empowered to decide not to pay any remuneration or reduce the remuneration which the Board may consider reasonable, in such financial year where there are no profits or the same are considered inadequate by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

9. REVISION OF REMUNERATION OF MR. DAXESH B. SHAH AS WHOLETIME DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 314, 317 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII prescribed under the Companies Act, 1956 and in pursuance to the provisions of Articles of Association of the Company, approval of the Company be and is hereby given for the increase in the remuneration payable to Shri Daxesh B. Shah, Wholetime Director of the Company on the following terms and conditions and that the Board of Directors be authorised to alter and vary the terms and conditions of the said appointment and remuneration payable as mentioned herein."

1	SALARY	Rs. 26,000/-p.m. from 16.05.2012 to 31.03.2013. Rs. 28,500/-p.m. from 01.04.2013 to 31.03.2014. Rs. 31,000/- p.m. from 01.04.2014 to 31.3.2015.
2	PERQUISITES	Perquisites will be allowed in addition to salary as under : CATEGORY : A (i) Special Allowance: Rs. 11,000/- per month

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		(ii) House Rent Allowance: Rs. 5000/- p.m. from 16.05.2012 To 31.03.2013. Rs. 7000/- p.m. from 01.04.2013 to 31.03.2014. Rs.9000/- p.m. from 01.04.2014 to 31.03.2015.
		(iii) Conveyance Allowance: Rs.6,000/- p.m. from 16.05.2012 to 31.03.2013. Rs. 7000/- p.m. from 01.04.2013 to 31.03.2014. Rs.8000/- p.m. from 01.04.2014 to 31.03.2015.
		CATEGORY : B
		(i) Leave Travel Concession : For self and family every year incurred of not exceeding to the ceiling of the one month in a block of three calendar year.
		(ii) Provident Fund : Company's contribution to provident fund shall be as per the statutory rules or the scheme as may be applicable to the Company.
		(iii) Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.
		The above benefits in Category "B" shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.
3	OTHER TERMS & CONDITIONS	(I) "Family" means spouse, dependent children and dependent parents of Mr. Daxesh B. Shah.
		(ii) Leave with full pay and allowance shall be allowed as per company's rules
		(iii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
		(iv) No sitting fees shall be paid for attending the meetings of the Board do Directors or committee thereof.

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained wherein in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule XIII of the Companies Act, 1956, whichever is lower, unless otherwise determined by the Board of Directors."

"RESOLVED FURTHER THAT the Board be and is hereby empowered to decide not to pay any remuneration or reduce the remuneration which the Board may consider reasonable, in such financial year where there are no profits or the same are considered inadequate by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient and proper in the best interest of the Company."

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10. REVISION OF REMUNERATION OF MR. SHAILESH J. SHAH, MANAGING DIRECTOR :

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

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 314, 317 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII prescribed under the Companies Act, 1956 and in pursuance to the provisions of Articles of Association of the Company, approval of the Company be and is hereby given for the increase in the remuneration payable to Shri Shailesh B. Shah, Managing Director of the Company on the following terms and conditions and that the Board of Directors be authorised to alter and vary the terms and conditions of the said appointment and remuneration payable as mentioned herein."

1	SALARY	Rs. 20,000/- p.m. from 01.05.2012 to 31.03.2013. Rs. 22,000/- p.m. from 01.04.2013 to 31.03.2014. Rs. 24,000/- p.m. from 01.04.2014 to 31.03.2015.
2	PERQUISITES	<p>Perquisites will be allowed in addition to salary as under :</p> <p>CATEGORY : A</p> <p>(i) Special Allowance : Rs. 9,000/- p.m. from 01.05.2012 To 31.03.2013. Rs. 10,000/- p.m. from 01.04.2013 to 31.03.2014. Rs. 11,000/- p.m. from 01.04.2014 to 31.03.2015.</p> <p>(ii) House Rent Allowance: Rs. 5,000/- p.m. from 01.05.2012 to 31.03.2013. Rs. 6,000/- p.m. from 01.04.2013 to 31.03.2014. Rs. 7,000/- p.m. from 01.04.2014 to 31.03.2015.</p> <p>(iii) Conveyance Allowance: Rs. 6,000/- from 01.05.2012 to 31.03.2013. Rs. 7,000/- p.m. from 01.04.2013 to 31.03.2014. Rs. 8,000/- p.m. from 01.04.2014 to 31.03.2015.</p> <p>CATEGORY : B</p> <p>(i) Leave Travel Concession : For self and family every year incurred of not exceeding to the ceiling of the one month in a block of three calendar year.</p> <p>(ii) Provident Fund : Company's contribution to provident fund shall be as per the statutory rules or the scheme as may be applicable to the Company.</p> <p>(iii) Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act.</p> <p>The above benefits in Category "B" shall not be included in the computation of ceiling on remuneration or perquisites aforesaid.</p>