

Strategy for
success



2014-2015



31ST ANNUAL REPORT

BOARD OF DIRECTORS:

Kantilal M. Hiran
(Chairman and Managing Director)

H. N. Bafna
(Independent director)

Nitinn Satyendra Gupta
(Independent Director)

Dariyadevi K. Hiran (From January 31st, 2015)
(Additional Director)

COMPANY SECRETARY

Ratika R. Gandhi

STATUTORY AUDITORS:

M/s. MVK Associates -(Chartered Accountants)

BANKERS:

Housing Development Finance Corporation
(HDFC Bank)

REGISTERED OFFICE:

Unit No. 908, 9th Floor
Ijmina-Immitation Jewellery
Off Link Road, Malad (W)
Mumbai – 400 064.
Tel.: 022-40144127
Fax: 022-40953099
Email: info@hiranorgochem.com
anu@hiranorgochem.com
Website: www.hiranorgochem.com

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REGISTRAR AND SHARE TRANSFER AGENTS:

Bigshare Services Pvt. Ltd.
E-2 /3, Ansa Industrial Estate,
Saki Vihar Road, Andheri (E),
Mumbai – 400 072.
Tel.: 022-40430200
Fax: 022-28475207
Email: info@bigshareonline.com

Go Green Initiative in Corporate Governance

The Ministry of Corporate Affairs has now permitted companies to send various notices/documents including those covered under Sections 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the underlying rules relating to transmission of documents in electronic mode of the documents under the Companies Act, 2013, to its shareholders, through electronic mode. In this regard we have forwarded the Annual Report for the financial year 2014-2015 in an electronic mode to the shareholders on their email addresses registered with our RTA M/s Bigshare Services Pvt. Ltd. Further we request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialized mode, with their Depository Participants; and (2) physical mode with M/s Bigshare Services Pvt. Ltd. (RTA). Please quote the following particulars in the E-mail Registration Request: Folio No./ DP ID-Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for sending future communication through E-mail) and send the same under your signature(s).

Forward – Looking Statement

In this annual report we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements, written and oral, that we periodically contain forward looking statements that set out anticipated results based on the management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'project', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future information or otherwise.

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NOTICE is hereby given that the Thirty first Annual General Meeting of the Members of **HIRAN ORGOCHEM LIMITED** will be held on Wednesday, 30th September, 2015 at 10:00 a.m. at Feast India Banquet-Laxmi Palace, S.V. Road, Sundar Nagar, Malad – West, Mumbai – 400,064 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and statement of Profit and Loss Account for the year ended on that date, with the Reports of Directors and Auditor thereon.
2. To consider and if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139(1) and other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. MVK Associates, Chartered Accountants, Mumbai (Registration No. 120222W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the Annual General Meeting to be held for the financial year 2015-16, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes.”

SPECIAL BUSINESS:

3. **Appointment of Mrs. Dariyadevi Hiran (DIN: 00187107) as Director of the Company:**

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Dariyadevi Hiran (DIN 00187107), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 31, 2015 by the Board of Directors and who hold office up to the date of the forthcoming Annual General meeting with pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules 2014, and whose term of office expires in this annual general meeting in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mrs. Dariyadevi Hiran for the office of Director be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.

4. **Approval of Related Party Transaction under Section 188 of the Companies Act, 2013**

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

“RESOLVED THAT with pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its powers) Rules, 2014 and in terms of applicable provision of Listing Agreement executed with Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the Company be and is hereby accorded for entering into Related Party Transactions in routine course of business and under arm’s length basis with effect

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from 1st April, 2015 till March 2016 and every year thereafter, up to the maximum per annum amounts of Rs. 1 crore.

FURTHER RESOLVED THAT same shall be subject to ratification in next annual general meeting or in the event of any substantial change in above resolution passed.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respects.

By Order of the Board

Sd/-

Kantilal M. Hiran

Chairman & Managing Director

DIN: 00186885

Address: 103/104, C-wing, Vastu park,
Evershine Nagar, Malad (w),
Mumbai, 400064.

Place: Mumbai

Date: 13th August, 2015

CIN: L51900MH1983PLC029596

Registered Office:

Unit 908, 9th flr, IJMIMA-Imitation Jewellery Mkt CSL,
Raheja Metroplex, Link Road, Malad (West),
Mumbai – 400 064

NOTES:

The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 3 to 4 of the Notice, is annexed hereto.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Members and Share Transfer Books will remain closed from Tuesday, 22nd September 2015 to Wednesday, 30th September 2015 (both days inclusive). The cut-off date for voting rights shall be 23rd September, 2015.

3. Members are requested to notify immediately any change in their address/bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at **Big Share Services Pvt. Ltd.**, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 in respect of their physical share folios.
4. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an email stating clearly your name, folio no. if you are holding shares in physical form / DP Id & Client Id if you are holding shares in dematerialized form.
5. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company at anu@hiranorgochem.com.
6. **Green Initiative:** In order to support the Green Initiative implemented by the Ministry of Corporate Affairs, for receipt of various documents and notices through electronic mode the Members who have not yet registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with the Company's Registrar & Share Transfer Agent at Big Share Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072.

The Company believes in green initiative and is concerned about the environment. The Company has emailed the documents in electronic mode at your email address obtained from the depositories/R & TA. Members who have not registered their email addresses have been furnished hard copy of the documents.

7. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Big Share Services Private Limited, Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of the transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investor Education Protection Fund (IEPF). Company as on last results does have unclaimed dividend of Rs. 4.22 Lacs, which shall be transferred to Investors Protection Fund account accordingly.
8. Members/proxies are requested to bring the Attendance Slips sent herewith duly filled for attending the Meeting.
9. **Voting through electronic means:**

In compliance with the 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 the facility to exercise their right to vote at the **31st Annual General Meeting (AGM)** by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Hiran Orgochem Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. CDSL: 16 digits beneficiary ID,
 - b. 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 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, then follow the steps given below:
 1. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

Members who have not registered their PAN with the Company / Depository Participant (DP) are requested to use the default PAN number: as (ABCDE1234Z) in the PAN Field.
 2. Enter either the Date of Birth (DOB) in dd/mm/yyyy format OR the Dividend Bank Details, as recorded in your demat account or in the company records for the said demat account or folio, in order to login.

In case either of the details are not recorded with the Company / DP, then please enter the value 01/01/1990 (dd/mm/yyyy format) in the DOB field or 0123456789 in the Dividend Bank details field. After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to 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 same password will be 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 to take utmost care in keeping your password confidential.*
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice and not for any other company.
- (x) Click on the EVSN of HIRAN ORGOCHEM LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) 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 Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the Account which they wish to vote on.
 - The list of accounts should be mailed to 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.
- B. The e-voting period commences on Sunday, September 27, 2015 at IST 09:00 a.m. and ends on Tuesday, September 29, 2015 at IST 05.00 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 of 23rd September, 2015, 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") and e-voting manual available at www.evotingindia.co.in under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
- D. The voting rights of shareholders shall be proportion to their shares of the paid up equity share capital of the Company as on the cut-off-date (record date) of 28th August, 2015.
- E. Mr. Sanjog V. Naravankar, proprietor of S. V. N. Associates - Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process at the AGM 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 favour or against, if any, forthwith to the Chairman of the Company.

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- G. The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hiranorgochem.com and on CDSL website .

10. Details of the Director seeking re-appointment at the forthcoming Annual General Meeting in pursuance of Clause 49 of the Listing Agreement.

1.	Name of the Director	Mrs. Dariyadevi Hiran
2.	Date of Birth	09/11/1962
3.	Experience in specific functional area and Position held	-
4.	Qualification	Under Secondary School
5.	Directorship in other Companies (excluding Private and Foreign Companies)	-
6.	Chairmanships / Memberships of Committee across other Companies	-
7.	Shareholding of Non Executive Directors	-
8.	Relationships between Directors interested	Wife of Mr. Kantilal Hiran

By Order of the Board

Sd/-

Kantilal M. Hiran

Chairman & Managing Director

DIN: 00186885

Address: 103/104, C-wing, Vastu park,
Evershine Nagar, Malad (w),
Mumbai, 400064.

Place: Mumbai

Date: 13th August, 2015

CIN: L51900MH1983PLC029596

Registered Office:

Unit 908, 9th flr, IJMIMA-Imitation Jewellery Mkt CSL,
Raheja Metroplex, Link Road, Malad (West),
Mumbai – 400 064

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AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NOS. 4 TO 8 OF THE ACCOMPANYING NOTICE:

Item no. 3

Mrs. Dariyadevi Hiran (DIN 00187107) is non-executive director of the Company. She joined the Board of Directors of the Company on January 31, 2015 in order to fulfill the criteria of woman director on board as per Companies Act, 2013.

Mrs. Dariyadevi Hiran (DIN 00187107), Additional Director of the Company vacates her office in this Annual General Meeting of the Company and has offered herself for reappointment.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from her signifying her intention to act as a Director of the Company along with a deposit of Rs. 1 Lac -/- as required under the aforesaid Section.

None of the Director/Key managerial Personnel of the Company /their relatives are in any way, concerned or interested in the proposed resolution except Mr. Kantilal Mangalchand Hiran and Mrs. Dariyadevi Hiran.

The Company has received from Mrs. Dariyadevi Hiran (DIN 00187107):

- a) Consent in writing to act as Director in Form DIR-2 pursuant to sub-section 5 of Section 152 of the Companies Act, 2013.
- b) Declaration pursuant to sub-section 4 of Section 152 of the Companies Act, 2013 to the effect that he is not disqualified to become a Director under Section 164 (2) of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set forth in Item No. 3 for the approval of the Members as an Special Resolution.

Item no. 4

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain transactions for approval of related party transactions. The revised Clause 49 of the Listing Agreement which has come into operation with effect from October 1, 2014 has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

Hence consent of the Company be and is hereby accorded for entering into the following proposed Related Party Transactions with effect from 1st April, 2015 till March 2016 and every year thereafter, up to the maximum per annum amounts of Rs.1 crore.

Accordingly, the Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Special Resolution.