



ORGANIC COATINGS LIMITED

2014-2015
50th ANNUAL REPORT



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50th Annual General Meeting will be held on Tuesday, the 15th September, 2015 at 4.00 p.m. at Hotel Parle International, Near Vile Parle Station, Vile Parle (East), Mumbai – 400 057.

STATUTORY AUDITOR

Soman Uday & Co.
Chartered Accountants

LEGAL ADVISORS

R.V.J. Associates
Advocates & Solicitors

REGISTERED OFFICE

Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd., Vith Bhatti, Goregaon (East), Mumbai – 400 063
Email for investors' grievances :
organiccoatingsltd@organiccoatingsltd.com

FACTORY

Block No. 395, 437, 450, Village Umraya, Taluka Padra, Dist. Vadodara - 391 440. Gujarat State.

BOARD OF DIRECTORS

MR. SUDHIR A. SATHE

Chairman (Independent Director)

MR. R. K. SHAH

Vice Chairman & Managing Director

MR. VINAY S. JOG

Independent Director

MS. ASWINI LAD (CA)

Independent Director

MR. ABHAY R. SHAH

Joint Managing Director

MR. MANOJ V. MEHTA

Whole Time Director

MR. AJAY R. SHAH

Whole Time Director

MR. PARVEJ G MANSURI

Chief Financial Officer

MR. SUDHIR R. SHAH

Company Secretary

BANKERS

Bank of Maharashtra
S. P. Road Branch, Mumbai – 400 004.

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd.
C/13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup (W),
Mumbai – 400 078.
Tel : 2596 3838 Fax : 2594 6969



NOTICE

Notice is hereby given that the 50th Annual General Meeting of Organic Coatings Limited will be held at Hotel Parle International, Vile Parle (East), Mumbai – 400 057 on Tuesday, the 15th September, 2015 at 4.00 p.m. to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay R. Shah (DIN No. 00011763), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. **To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Soman Uday & Co., Chartered Accountants (ICAI Firm Registration No. 110352W) be and are hereby appointed as auditors of the Company, to hold the office on the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax and out of pocket expenses as may be fixed by the Board of Directors of the Company”.

Special Business:

4. **To appoint Mr. Sudhir Sathe (DIN No. 03008729) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sudhir Sathe (DIN No. 03008729) who was appointed as an Independent Director and his term expires at the conclusion of this 50th Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office up to the conclusion of 55th Annual General Meeting of the Company in the calendar year 2020”.

Date: June 22, 2015

By Order of the Board of Directors
Sudhir R. Shah
Company Secretary

Registered Office :

Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd., Vitth Bhatti, Goregaon (East), Mumbai – 400 063.

Email ID: organiccoatingsltd@organiccoatingsltd.com, CIN : L24220MH1965PLC013187



NOTES :

1. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Brief resume of Directors including those proposed to be appointed, re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorship and membership/chairmanships of Board, Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with Bombay Stock Exchange is annexed.
4. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. Members are requested to bring their attendance slip alongwith their copy of Annual Report to the Meeting.
6. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying notice and statements are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Annual General Meeting.
8. Members who are holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company or to the registrar.
9. The Register of Members and the Share Transfer Books of the Company will be closed from 10/09/2015 to 15/09/2015 both days inclusive.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security markets. 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 to the Company/Registrar.



- 11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- 12. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

13. Voting through electronic means

In terms of Clause 35B of the Listing Agreement and pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this section of the Notice), the Company is pleased to provide its members the facility to exercise right to vote at the 50th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL);

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 12/09/2015 (9.00 a.m.) and ends on 14/09/2015 (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 10/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- 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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) (i) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
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.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. (1) Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv)

After entering these details appropriately, click on “SUBMIT” tab.

- viii) Members holding shares in physical form will then directly reach 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.

- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Company Name> 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.
- 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Non – Individual Shareholders and Custodians
 - (1) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (3) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (4) 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.
 - (5) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



In case of members receiving the physical copy of notice of AGM:

- (1) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

General Instructions

- (1) The voting period begins on 12/09/2015 (9.00 a.m.) and ends on 14/09/2015 (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 10/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) 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 email to helpdesk.evoting@cDSLindia.com.
- (3) The Company has appointed Ms. Dhanraj Kothari of D.Kothari & Associates having address as 701, EMP-09, Evershine Millenium Paradise, Thakur Village, Kandivali (East), Mumbai – 400 101 as the Scrutinizer to the e-voting process, (including voting through Ballot Form received from the members) in a fair and transparent manner.
- (4) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least (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.
- (5) In the event of a poll, please note that the members who have exercised their right to vote by the electronic means/through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).
- (6) Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed at the 50th Annual General Meeting of the Company scheduled on Friday, the 11th September, 2015. The results will be declared on/or after the Annual General Meeting of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.organiccoatingsltd.com and on the website of CDSL within (2) days of the passing of the resolution at the AGM of the Company.

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act") IS AS UNDER:**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item 4

Mr. Sudhir Sathe was appointed as an Independent Director w.e.f. 17th February, 2010 liable to retire by rotation in terms of the Companies Act, 1956 and Clause 49 of the Listing Agreement. Subsequently, he was appointed as an Independent Directors not liable to retire by the members of the Company at the 49th Annual General Meeting by passing a Special Resolution till the conclusion of 50th Annual General Meeting. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating conditions for the appointment of Independent Directors by a listed company. In terms of Section 149 (10) of the Companies Act, 2013, subject to provisions of Section 152, an Independent Director shall hold office for the term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointments in the Board's Report. Accordingly, the Board of Directors has re-appointed Mr. Sudhir Sathe as an Independent Director for the period of five consecutive years subject to the approval of the shareholders by a Special Resolution as proposed.

The Company has received notices in writing from a member alongwith the deposit of requisite amount under section 160 of the act proposing the candidature of Mr. Sudhir Sathe for the office of the Director of the Company.

The Company has also received declaration from Mr. Sudhir Sathe that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the act and under Clause 49 of the listing agreement.

In the opinion of the Board, Mr. Sudhir Sathe fulfils the conditions for appointment as Independent Director as specified in the act and the listing agreement. Mr. Sudhir Sathe is independent of the management. Brief resume of Mr. Sudhir Sathe, nature of his expertise in specific functional areas and other details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is annexed hereto. Copy of the draft letter of appointment of Mr. Sudhir Sathe as Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Sudhir Sathe is interested in the resolution set out at Item No. 4 of the notice with regard to his appointment.

The relatives of Mr. Sudhir Sathe may be deemed to be interested in the resolution set out at Item No. 4 of the notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives, in any way, concern or interested, financially or otherwise in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the notice for the approval of the shareholders.

By Order of the Board of Directors

Sudhir R. Shah (Company Secretary)

Date: June 22, 2015

Registered Office :

Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd., Vitth Bhatti, Goregaon (East), Mumbai – 400 063.

Email ID: organiccoatingsltd@organiccoatingsltd.com, CIN : L24220MH1965PLC013187

**Information about the appointees**

Name of the Director	Mr. Ajay R. Shah	Mr. Sudhir A. Sathe
Date of Birth	21/04/1968	19/09/1936
Date of Appointment	01/08/1998	17/02/2010
Expertise in specific functional areas	Accounts & Finance functions of the Company	Personnel matters and industrial relations
Qualifications	Diploma in Computer Engin.	1) M.A.Sociology 2) Dip. S.S.A. (Personnel Management) Tata Institute of Social Sciences
No. of shares held in Organic Coatings Ltd.	4,13,970 (5.40%)	100
Directorship in other Companies	NIL	NIL

Membership of Committees in other Public Limited Companies:

Name of the Director	Mr. Ajay R. Shah	Mr. Sudhir A. Sathe
Audit Committee	NIL	NIL
Shareholders' / Investors' Grievance	NIL	NIL