

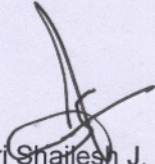
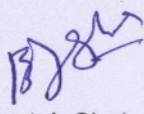
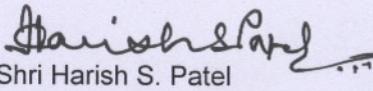
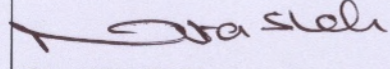


Hipolin Limited

CORPORATE OFFICE :

"MADHUBAN", 4TH FLOOR, ELLISBRIDGE, AHMEDABAD - 380 006.
PH. : 26447730-31-48 FAX : 91-079-26427516 E-mail : hipolin@hipolin.com

FORM A**Format of covering letter of the annual audit report to be filed with the Stock Exchange**

1.	Name of the company	Hipolin Limited
2.	Annual financial statements for the year Ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified / Matter of Emphasis
4.	Frequency of observation	N:A.
5.	To be signed by- <ul style="list-style-type: none">• Managing Director• CFO• Auditor of the company• Audit Committee Chairman	 Shri Sharesh J. Shah  Shri Bharat J. Shah  Shri Harish S. Patel  Smt. Nita B. Shah

REGD. OFFICE :

NILKANTH INDUSTRIAL ESTATE, SANAND - VIRAMGAM HIGHWAY,
NEAR IYAVA BUS STAND, SANAND. PH. : (02717) 284202 M. 9824507731
CIN : L24240 GJ1994 PLC021719

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HIPOLIN LIMITED

TWENTY SECOND ANNUAL REPORT

2014 - 2015

ANNUAL REPORT 2014-2015

HIPOLIN LIMITED

Board of Directors:

Shri Bhupendra J. Shah	Chairman
Shri Jaykumar J. Shah	Vice- Chairman
Shri Shailesh J. Shah	Managing Director
Shri Bharat J. Shah	CFO & Whole Time Director (w.e.f.13/02/2015)
Shri Subhash J. Shah	Whole time Director (w.e.f.13/02/2015)
Shri Narendra N. Shah	Independent Director
Shri Nilesh R. Desai	Independent Director
Ms. Nitaben B. Shah	Independent Director
Shri Ajay R. Gandhi	Independent Director (w.e.f. 08/12/2014)
Shri Umesh P. Mehta	Independent Director (w.e.f. 08/12/2014)
Shri Virendra B. Shah	Independent Director (w.e.f. 13/02/2015)

Company Secretary:

Ms. Apexa A. Panchal

Bankers:

HDFC Bank Ltd.
Yes Bank

Auditors:

M/s. Harish S. Patel & Co.,
Chartered Accountant, Ahmedabad.

Registered Office & Factory:

A/1/1, Nilkanth Ind. Estate,
Sanand-Viramgam Highway,
Nr Iyava Bus Stand, Via Virochannagar (P. O.)
Ta. : Sanand, Dist.: Ahmedabad-382170

Corporate Office:

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

Email Id:

hipolin@hipolin.com
csapexapanchal@gmail.com

Share Transfer Agent:

M/s. Sharepro Services (India) Pvt. Ltd.
13AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka,
Andheri-(East), Mumbai-400072.
Phone: (022)-67720354/300/400

Website:

www.hipolin.com

HIPOLIN LIMITED

NOTICE

NOTICE is hereby given that the Twenty Second 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, Ta:Sanand, Dist. : Ahmedabad-382170 on Wednesday, 30th September, 2015 at 2.00 p. m. to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2015, including audited Balance Sheet as at March 31, 2015. Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shailesh J. Shah (holding DIN 00777653), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Bhupendra J. Shah (holding DIN 00325446), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration. The following resolution is proposed to be passed with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. Harish S. Patel & Co., Chartered Accountants (ICAI Registration No. 103551W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix their remuneration and reimbursement of out of pocket expenses.”

SPECIAL BUSINESS :

5. To appoint Shri Ajay R. Gandhi (DIN: 07035675) 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 an ORDINARY 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, Shri Ajay R. Gandhi (DIN: 07035675), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 a Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5(five) consecutive years for a term upto 7th December, 2019.”

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6. To appoint Shri Umesh P. Mehta (DIN: 07027282) 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 an ORDINARY 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, Shri Umesh P. Mehta (DIN: 07027282), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 a Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5(five) consecutive years for a term upto 7th December, 2019.”

7. To appoint Shri Virendra B. Shah (DIN: 02021441) 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 an ORDINARY 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, Shri Virendra B. Shah (DIN: 02021441), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 a Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for 5(five) consecutive years for a term upto 12th February, 2020.”

8. To re-appoint Shri Shailesh J. Shah (DIN: 00777653) as a Managing 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of members of the Company be and is hereby accorded, for re-appointment of Shri Shailesh J. Shah (DIN: 00777653), as the Managing Director of the Company for a period of three years w.e.f. 1st April, 2015 to 31st March, 2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting, (including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial Year during the tenure of his appointment) with the authority to the Board of Directors on the recommendation of Nomination & Remuneration Committee, to alter, amend, vary or modify the scope and terms and conditions of the said re-appointment as it deems proper from time to time considering the nature and scope of his activities as is permissible and in conformity with applicable provisions of the Companies Act, 2013, and/or Rules made there under.”

HIPOLIN LIMITED

“RESOLVED FURTHER THAT the remuneration payable to Shri Shailesh J. Shah (DIN: 00777653) shall not exceed the overall ceiling of total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

9. To appoint Shri Subhash J. Shah (DIN: 02623088) as a Director of the Company liable to retire by rotation 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 Shri Subhash J. Shah (DIN: 02623088) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th February, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

10. To appoint Shri Subhash J. Shah (DIN: 02623088) as a Whole time 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of members of the Company be and is hereby accorded, for appointment of Shri Subhash J. Shah (DIN: 02623088), as the Whole Time Director of the Company for a period from 13th February, 2015 to 31st March, 2018 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting, (including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial Year during the tenure of his appointment) with the authority to the Board of Directors, on the recommendation of Nomination & Remuneration Committee, to alter, amend, vary or modify the scope and terms and conditions of the said re-appointment as it deems proper from time to time considering the nature and scope of his activities as is permissible and in conformity with applicable provisions of the Companies Act, 2013, and/or Rules made there under.”

“RESOLVED FURTHER THAT the remuneration payable to Shri Subhash J. Shah (DIN: 02623088) shall not exceed the overall ceiling of total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

11. To appoint Shri Bharat J. Shah (DIN: 00777734) as a Director of the Company liable to retire by rotation and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

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“RESOLVED THAT Shri Bharat J. Shah (DIN: 00777734) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th February, 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

12. To appoint Shri Bharat J. Shah (DIN: 00777734) as a Whole Time 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of members of the Company be and is hereby accorded, for appointment of Shri Bharat J. Shah (DIN: 00777734), as the Whole Time Director of the Company for a period with effect from 13th February, 2015 to 31st March, 2018 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting, (including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial Year during the tenure of his appointment) with the authority to the Board of Directors on the recommendation of Nomination & Remuneration Committee, to alter, amend, vary or modify the scope and terms and conditions of the said re-appointment as it deems proper from time to time considering the nature and scope of his activities as is permissible and in conformity with applicable provisions of the Companies Act, 2013, and/or Rules made there under.”

“RESOLVED FURTHER THAT the remuneration payable to Shri Bharat J. Shah (DIN:00777734) shall not exceed the overall ceiling of total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.”

May 28, 2015

Registered Office:

A/1/1, Nilkanth Ind. Estate,
Sanand-Viramgam Highway,
Nr. Iyava Bus Stand,
Via Virochannagar (P. O.)
Ta. : Sanand, Dist.: Ahmedabad-382170.
CIN : L24240GJ1994PLC021719

**By Order of the Board,
For HIPOLIN LIMITED,**

Apexa Panchal
Company Secretary

HIPOLIN LIMITED

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT 22nd ANNUAL GENERAL MEETING("AGM" OR "meeting") OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50(fifty)and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company. However, a member holding more than 10% (ten percent) of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the company not later than 48 hours before the time for holding the aforesaid meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies/authorized representatives are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
5. In case of the joint holders attending Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 26, 2015 to Wednesday, September 30, 2015 (both days inclusive).
7. The Statement pursuant to Section 102 of the Companies Act, 2013 and/ or Clause 49 of the Listing Agreement is annexed hereto and forms part of this Notice.
8. The Companies Act provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialized form, the nomination form needs to be forwarded to your Depository Participant.
9. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting. Further, members are advised to convert their shareholding in dematerialized form in case they wish to trade in equity shares.
10. Members desiring to seek information or clarification on accounts are requested to send their queries to the Company, at least 10 days before the date of the meeting to enable the Management to keep the required information available at the said meeting.
11. Annual Report for the FY 2014-15 of the Company has been uploaded on the website of the Company i.e. www.hipolin.com.

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12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, between 03.00 p.m. and 05.00 p.m. upto the date of Annual General Meeting of the Company.
13. Electronic Copy of the Notice of the 22nd Annual General Meeting of the Company along with the Annual Report, inter-alia, including the Remote e-voting instructions, Attendance Slip and the Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has specifically requested for a hard copy of the same. For members, who have not registered their email address, physical copy of Notice of the 22nd Annual General Meeting of the Company along with the Annual Report, inter-alia, including the Remote e-voting instructions, Attendance Slip and the Proxy Form are being sent by the permitted mode.
14. With a view to conserve natural resources, we request members to update and register their email addresses with their Depository Participants or with the Company, as the case may be, to enable the Company to send Communications including Annual Reports, Notices, Circulars, etc. electronically.
15. Members to hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to M/s Sharepro Services (India) Pvt. Ltd., for consolidation of such multiple folios into a single folio.
16. Voting Rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Wednesday, 23rd September, 2015.
17. In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility through Central Depository Services Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice (the "Remote e-voting"). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail the facility at his/ her discretion, subject to compliance with the instruction for Remote e-voting.

In case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised their right to vote by electronic means, the Chairman shall allow voting by way of poll in terms of Rule 20 (4) (ix) of the said Rules for the business specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting.

The information with respect to Voting Process and other instructions regarding Remote e-voting are detailed in Note No. 22.

18. Shri Alpesh Dhandhlya, Practicing Company Secretary having Certificate of Practice No. 12119 and Membership No. 32500 has been appointed as the Scrutinizer to scrutinize the voting and Remote e-voting process in a fair and transparent manner.

HIPOLIN LIMITED

19. The scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the AGM make Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorized by him in writing, who shall countersign the same.
20. The results shall be declared forthwith by the Chairman or person so authorized by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hipolin.com and on the website of CDSL and shall also be communicated to the Bombay Stock Exchange Limited.
21. **The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with the requisite majority.**
22. **Voting Process and other instruction regarding Remote e-voting:**

Section A: Voting Process

The members should follow the following steps to cast their votes electronically:

- Step 1 Open your web browser during the voting period and log on to the e-voting Website: www.evotingindia.com
- Step 2 Click on "Shareholders" to cast your vote(s)
- Step 3 Please enter User Id-
 - a. For account holders in CDSL: Your 16 digits beneficiary ID
 - b. For account holders in NSDL: Your 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.
- Step 4 Enter image verification as displayed and click on "LOGIN"
- Step 5 If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier of any Company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter details as prompted by the system.
- Step 6 Follow the Steps given below if you are:
 - a. Holding shares in physical form, or
 - b. Holding shares in demat form and are a first time user,
 - 6.1 a. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both, members holding shares in physical or dematerialized form)

Members holding shares in physical form and who have not updated their PAN or have incorrect PAN with the Company are requested to enter the last 8 digits of their Share Certificate No. prefixed by "HL". In case the certificate number is less than 8 digits enter the required number of zeros before the number. In case you are holding more one share certificate under the same folio, enter the details of the share certificate which is higher in number.

Eg. If you are holding 3 share certificates under the same folio having certificate nos. 10700, 10701, 10702, then enter HL00010702 in the PAN field.

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Members who are holding shares in dematerialized form and who have not updated their PAN or have incorrect PAN with depository shall be provided with an Alphanumeric Value as an alternate PAN, separately, along with the notice of the Annual General Meeting.

- 6.1 b. Enter the Date of Birth (DOB) as recorded in your demat account or registered with the Company for the said demat account or folio in dd/mm/yyyy format. #
- 6.1 c. Enter the Dividend Bank Details (account number) as recorded in your demat account or registered with the Company for the said demat account or folio. #

Please enter either 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 Step 3.

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

6.3 For Demat holding

Members holding shares in demat form will now reach “PASSWORD CREATION” menu wherein they are required to create their login password are 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.

For Physical holding:

Members holding shares in physical form will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- Step 7 Click on the EVSN of the Company i.e. 150818017 to vote.
- Step 8 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 for casting your vote.
- Step 9 Click on Resolution File link if you wish to view the Notice.
- Step 10 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.
- Step 11 Once You “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take print-out of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.

HIPOLIN LIMITED

Section B: Other instruction regarding Remote e-voting:

- (i) The Remote e-voting period shall commence on Sunday, 27th September, 2015 at 9:00 a.m. and end on Tuesday, 29th September, 2015 at 5:00pm. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
- (ii) Institutional Share holders (i.e. members other than Individuals , HUF, NRI, etc.) are additionally requested to note and follow the instructions mentioned below, if they are first time user.
 - Institutional Shareholders and custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to alpesh.acs@gmail.com and copy marked to helpdesk.evoting@cdslindia.com
 - 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 users to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (iii) Institutional Shareholders (i.e. members other than Individuals , HUF, NRI, etc.) are required to upload the following in PDF format in the system for the scrutinizer to verify the same.
 - a. Copy of the Board Resolution(where institution itself is voting)
 - b. Power of attorney issued in favour of the Custodian (if PoA is not uploaded earlier) as well as Board Resolution of custodian.
- (iv) **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**
- (v) Members holding Shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (vi) 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.

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ANNEXURE TO NOTICE

Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013

ITEM NO. 5:

The Board of Directors has appointed, Shri Ajay R. Gandhi (DIN: 07035675) as an Additional Director of the Company with effect from 8th December, 2014 u/s 161 of the Companies Act, 2013. He will hold office up to the date of the ensuing Annual General Meeting. He is aged about 60 years, holds a Bachelor's Degree of Engineering (Automobile).

The Company has received a declaration from Shri Ajay R. Gandhi (DIN: 07035675) stating 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, Shri Ajay R. Gandhi (DIN: 07035675) fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Copy of the draft letter for appointment of Shri Ajay R. Gandhi (DIN: 07035675), as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A notice has been received from a member proposing Shri Shri Ajay R. Gandhi (DIN: 07035675) as a candidate for the office of an Independent Director of the Company.

The Board considers that the appointment of Shri Ajay R. Gandhi (DIN: 07035675) would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Your Directors recommend the passing of the proposed Ordinary Resolution.

Except Shri Ajay R. Gandhi (DIN: 07035675), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in passing of the resolution, set out at Item No. 5.

Shri Ajay R. Gandhi (DIN: 07035675) does not hold any Directorship or the Membership of Committees of the Board of any other Company. The disclosure under Clause 49 of the Listing Agreement with the Stock Exchange is provided at Annexure A of this Notice.

ITEM NO. 6:

The Board of Directors has appointed, Shri Umesh P. Mehta (DIN: 07027282) as an Additional Director of the Company with effect from 8th December, 2014 u/s 161 of the Companies Act, 2013. He will hold office up to the date of the ensuing Annual General Meeting. He is aged about 63 years, holds a Bachelor's Degree in Chemistry.

The Company has received a declaration from Shri Umesh P. Mehta (DIN: 07027282) stating 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, Shri Umesh P. Mehta (DIN: 07027282) fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Copy of the draft letter for appointment of Shri Umesh P. Mehta (DIN: 07027282), as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A notice has been received from a member proposing Shri Umesh P. Mehta (DIN: 07027282) as a candidate for the office of an Independent Director of the Company.

The Board considers that the appointment of Shri Umesh P. Mehta (DIN: 07027282) would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Your Directors recommend the passing of the proposed Ordinary Resolution.

HIPOLIN LIMITED

Except Shri Umesh P. Mehta (DIN: 07027282), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the passing of resolution set out at Item No. 6.

Shri Umesh P. Mehta (DIN: 07027282) does not hold any Directorship or the Membership of Committees of the Board of any other Company. The disclosure under Clause 49 of the Listing Agreement with the Stock Exchange is provided at Annexure A of this Notice.

ITEM NO. 7:

The Board of Directors has appointed, Shri Virendra B. Shah (DIN: 02021441) as an Additional Director of the Company with effect from 13th February, 2015 u/s 161 of the Companies Act, 2013. He will hold office up to the date of the ensuing Annual General Meeting. He is aged about 55 years, holds a Bachelor's Degree of Commerce.

The Company has received a declaration from Shri Virendra B. Shah (DIN: 02021441) stating 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, Shri Virendra B. Shah (DIN: 02021441) fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Copy of the draft letter for appointment of Shri Virendra B. Shah (DIN: 02021441), as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A notice has been received from a member proposing Shri Virendra B. Shah (DIN: 02021441) as a candidate for the office of an Independent Director of the Company.

The Board considers that the appointment of Shri Virendra B. Shah (DIN: 02021441) would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Your Directors recommend the passing of the proposed Ordinary Resolution.

Except Shri Virendra B. Shah (DIN: 02021441), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the passing of resolution set out at Item No.7.

Name of the Companies in which Shri Virendra B. Shah (DIN: 02021441) holds Directorship and Membership of Committees of the Board.

Sr. No.	Name of the Company in which holding Directorship	Name of the Committee	Committee Membership
1	Vibavik Dyechem Pvt. Ltd.	-	-

The disclosure under Clause 49 of the Listing Agreement with the Stock Exchange is provided at Annexure A of this Notice.

ITEM NO. 8:

At the Annual General Meeting of the Company held on 30th September, 2011, the Members had approved the appointment and terms of remuneration of Shri Shailesh J. Shah(DIN:00777653) as a Managing Director for a period from 1st October, 2011 to 31st March, 2015.

Shri Shailesh J. Shah(DIN:00777653) is an undergraduate in Science and is one of the founder promoters of the Company. He is having an experience of more than 35 years in the field of administration, regulatory and managerial expertise. Due to his relevant qualification and rich experience, the Board of Directors considers that proposal to re-appoint him as Managing Director of the Company is justified and is in the best interest of the Company.

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In terms of Corporate Governance guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution dated 13th February, 2015 approved re-appointment of Shri Shailesh J. Shah(DIN:00777653) as a Managing Director of the Company for further period of three years with effect from 1st April,2015 to 31st March,2018. This is subject to an approval of the shareholders at this Annual General Meeting.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Shri Shailesh J. Shah (DIN: 00777653) and terms and conditions for the term of appointment from 13th February,2015 to 31st March, 2018 as mentioned below:"

1. SALARY	Rs. 33,200/- p.m. from 01.04.2015 to 31.03.2016 Rs. 36,600/-p.m. from 01.04.2016 to 31.03.2017 Rs. 40,300/- p.m. from 01.04.2017 to 31.03.2018
2. PERQUISITES	Perquisites will be allowed in addition to salary as under :
	CATEGORY : A
	(i) Special Allowance: Rs. 14,100/- p.m. from 01.04.2015 to 31.03.2016 Rs. 15,600/- p.m. from 01.04.2016 to 31.03.2017 Rs. 17,200/- p.m. from 01.04.2017 to 31.03.2018
	(ii) House Rent Allowance: Rs. 6,400/- p.m. from 01.04.2015 to 31.03.2016 Rs. 7,000/- p.m. from 01.04.2016 to 31.03.2017 Rs. 7,700/- p.m. from 01.04.2017 to 31.03.2018
	(iii) Conveyance Allowance: Rs. 7,700/- p.m. from 01.04.2015 to 31.03.2016 Rs. 8,500/- p.m. from 01.04.2016 to 31.03.2017 Rs. 9,300/- p.m. from 01.04.2017 to 31.03.2018
	CATEGORY : B
	(i) Provident Fund : The Company shall contribute towards Provident Fund as per the rules of the Company. (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) Leave with full pay and allowance shall be allowed as per Company's rules.
	(ii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
	(iii) No sitting fees shall be paid for attending the meetings of the Board of Directors or committee thereof.

HIPOLIN LIMITED

In the event of loss or inadequacy of profit in any financial year, the Company shall pay minimum remuneration to Shri Shailesh J. Shah (DIN:00777653), in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit subject to the limits and conditions as prescribed in Schedule V to the Act for the time being in force.

Except Shri Shailesh J. Shah himself, Shri Subhash J. Shah, Shri Bhupendra J. Shah, Shri Jaykumar J. Shah and Shri Bharat J. Shah being his relatives, none of the other Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in passing of this resolution set out in Item No. 8 of the Notice.

ITEM NO. 9 & 10:

Shri Subhash J. Shah (DIN: 02623088) was appointed as an Additional Director on the Board of the Company with effect from 13th February, 2015 to 31st March, 2018 (designated as a Whole Time Director) will attain the age of 70 years on 19th September, 2015 and hence continuation of his employment as Whole Time Director requires the approval of members by way of Special Resolution.

Section 196(3) and part I of Schedule V of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing a Special Resolution.

Shri Subhash J. Shah (DIN: 02623088) is a Bachelor of Commerce and is one of the founder promoters of the Company. He is having an experience of more than 40 years in the field of administration, regulatory and managerial expertise. Due to his relevant qualification and rich experience, the Board of Directors considers that proposal to appoint him as Whole-time Director of the Company is justified and is in the best interest of the Company to continue the employment of Shri Subhash J. Shah (DIN: 02623088) as a Whole Time Director.

In terms of Corporate Governance guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution dated 13th February, 2015 approved an appointment of Shri Subhash J. Shah (DIN: 02623088) as an Additional Director on the Board of the Company with effect from 13th February, 2015 (designated as a Whole Time Director) in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Shri Subhash J. Shah (DIN: 02623088) shall hold office upto the date of Annual General Meeting to be held on 30th September, 2015 and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Shri Subhash J. Shah (DIN: 02623088) and terms and conditions for the term of appointment from 13th February, 2015 to 31st March, 2018 as mentioned below.”:

ANNUAL REPORT 2014-2015

1. SALARY	Rs. 30,100/- p.m. from 13.02.2015 to 31.03.2015 Rs. 33,200/- p.m. from 01.04.2015 to 31.03.2016 Rs. 36,600/- p.m. from 01.04.2016 to 31.03.2017 Rs. 40,300/- p.m. from 01.04.2017 to 31.03.2018
2. PERQUISITES	Perquisites will be allowed in addition to salary as under :
	CATEGORY : A
	(i) Special Allowance:
	Rs. 12,800/- p.m. from 13.02.2015 to 31.03.2015
	Rs. 14,100/- p.m. from 01.04.2015 to 31.03.2016
	Rs. 15,600/- p.m. from 01.04.2016 to 31.03.2017
	Rs. 17,200/- p.m. from 01.04.2017 to 31.03.2018
	(ii) House Rent Allowance:
	Rs. 5,800/- p.m. from 13.02.2015 to 31.03.2015
	Rs. 6,400/- p.m. from 01.04.2015 to 31.03.2016
	Rs. 7,000/- p.m. from 01.04.2016 to 31.03.2017
	Rs. 7,700/- p.m. from 01.04.2017 to 31.03.2018
	(iii) Conveyance Allowance:
	Rs. 7,000/- p.m. from 13.02.2015 to 31.03.2015
	Rs. 7,700/- p.m. from 01.04.2015 to 31.03.2016
	Rs. 8,500/- p.m. from 01.04.2016 to 31.03.2017
	Rs. 9,300/- p.m. from 01.04.2017 to 31.03.2018
	CATEGORY : B
	(i) Provident Fund : The Company shall contribute towards Provident Fund as per the rules of the Company.
	(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) Leave with full pay and allowance shall be allowed as per Company's rules.
	(ii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
	(iii) No sitting fees shall be paid for attending the meetings of the Board of Directors or committee thereof.

HIPOLIN LIMITED

In the event of loss or inadequacy of profit in any financial year, the Company shall pay minimum remuneration to Shri Subhash J. Shah (DIN: 02623088), in respect of such financial year, by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit subject to the limits and conditions as prescribed in Schedule V to the Act for the time being in force.

Notice has been received from a member signifying her intension to propose appointment of Shri Subhash J. Shah (DIN: 02623088) as a Whole time Director of the Company along with the deposit of Rs. 1,00,000. The Disclosure under Clause 49 of the Listing Agreement is provided at Annexure A of this Notice.

Except Shri Subhash J. Shah himself and Shri Bhupendra J. Shah, Shah, Shri Jaykumar J. Shah, Shri Bharat J. Shah, and Shri Shailesh J. Shah being his relatives, none of the other Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in these resolutions set out in Item No. 9 & 10 of the Notice.

ITEM NO. 11&12:

Shri Bharat J. Shah (DIN: 00777734), Chief Financial Officer of the Company, was appointed as an Additional Director (Whole Time Director) on the Board of the Company with effect from 13th February, 2015 has attained the age more than 70 years and hence continuation of his employment as Whole Time Director requires the approval of members by way of Special Resolution.

Section 196(3) and part I of Schedule V of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing a Special Resolution.

Shri Bharat J. Shah (DIN: 00777734) is a Bachelor of Commerce and is one of the founder promoters of the Company. He is having an experience of more than 42 years in the field of administration, finance and accountancy, regulatory and managerial expertise. Due to his relevant qualification and rich experience, the Board of Directors considers that proposal to appoint him as Whole-time Director of the Company is justified and is in the best interest of the Company to continue the employment of Shri Bharat J. Shah (DIN: 00777734) as a Whole Time Director.

In terms of Corporate Governance guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution dated 13th February, 2015 approved appointment of Shri Bharat J. Shah (DIN: 00777734) as an Additional Director (Whole Time Director) on the Board of the Company with effect from 13th February, 2015 in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 and that Shri Bharat J. Shah (DIN: 00777734) shall hold office upto the date of Annual General Meeting to be held on 30th September, 2015 and shall be eligible for election subject to the approval of the shareholders at this Annual General Meeting.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Shri Bharat J. Shah (DIN: 00777734) and terms and conditions for the term of appointment from 13th February, 2015 to 31st March, 2018 as mentioned below.”:

ANNUAL REPORT 2014-2015

1. SALARY	Rs. 30,100/- p.m. from 13.02.2015 to 31.03.2015 Rs. 33,200/- p.m. from 01.04.2015 to 31.03.2016 Rs. 36,600/- p.m. from 01.04.2016 to 31.03.2017 Rs. 40,300/- p.m. from 01.04.2017 to 31.03.2018
2. PERQUISITES	Perquisites will be allowed in addition to salary as under :
	CATEGORY : A
	(i) Special Allowance:
	Rs. 12,800/- p.m. from 13.02.2015 to 31.03.2015
	Rs. 14,100/- p.m. from 01.04.2015 to 31.03.2016
	Rs. 15,600/- p.m. from 01.04.2016 to 31.03.2017
	Rs. 17,200/- p.m. from 01.04.2017 to 31.03.2018
	(ii) House Rent Allowance:
	Rs. 5,800/- p.m. from 13.02.2015 to 31.03.2015
	Rs. 6,400/- p.m. from 01.04.2015 to 31.03.2016
	Rs. 7,000/- p.m. from 01.04.2016 to 31.03.2017
	Rs. 7,700/- p.m. from 01.04.2017 to 31.03.2018
	(iii) Conveyance Allowance:
	Rs. 7,000/- p.m. from 13.02.2015 to 31.03.2015
	Rs. 7,700/- p.m. from 01.04.2015 to 31.03.2016
	Rs. 8,500/- p.m. from 01.04.2016 to 31.03.2017
	Rs. 9,300/- p.m. from 01.04.2017 to 31.03.2018
	CATEGORY : B
	(i) Provident Fund : The Company shall contribute towards Provident Fund as per the rules of the Company.
	(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) Leave with full pay and allowance shall be allowed as per Company's rules.
	(ii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.
	(iii) No sitting fees shall be paid for attending the meetings of the Board of Directors or committee thereof.

HIPOLIN LIMITED

In the event of loss or inadequacy of profit in any financial year, the Company shall pay minimum remuneration to Shri Bharat J. Shah (DIN: 00777734), in respect of such financial year, by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit subject to the limits and conditions as prescribed in Schedule V to the Act for the time being in force.

Notice has been received from a member signifying her intension to propose appointment of Shri Bharat J. Shah (DIN: 00777734) as a Whole time Director of the Company along with the deposit of Rs. 1,00,000. The Disclosure under Clause 49 of the Listing Agreement is provided at Annexure A of this Notice.

Except Shri Bharat J. Shah himself and Shri Bhupendra J. Shah, Shah, Shri Jaykumar J. Shah, Shri Shailesh J. Shah, and Shri Subhash J. Shah being his relatives, none of the other Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in passing of these resolutions set out in Item No.11 & 12 of the Notice.

May 28, 2015

Registered Office:

A/1/1, Nilkanth Ind. Estate,
Sanand-Viramgam Highway,
Nr. Iyava Bus Stand,
Via Virochannagar (P. O.)
Ta. : Sanand, Dist.: Ahmedabad-382170.
CIN : L24240GJ1994PLC021719

**By Order of the Board,
For HIPOLIN LIMITED,**

Apexa Panchal
Company Secretary

ANNUAL REPORT 2014-2015

Annexure A

Details of Directors seeking Appointment and Re-appointment in the forthcoming Annual General Meeting (In Pursuance of Clause 49 of the Listing Agreement):

Name of the Director	Shri Shailesh J. Shah *	Shri Bhupendra J. Shah**	Shri Subhash J. Shah #	Shri Bharat J. Shah ##	Shri Ajay R. Gandhi	Shri Umesh P. Mehta	Shri Virendra B. Shah
Director Identification Number (DIN)	00777653	00325446	02623088	00777734	07035675	07027282	02021441
Date of Birth	11.10.1951	12.12.1939	09.09.1945	02.11.1943	16.06.1955	08.07.1953	06.02.1960
Date of Appointment	31.07.2009	31.03.1994	13.02.2015	13.02.2015	08.12.2014	08.12.2014	13.02.2015
Brief resume of the Director including nature of expertise in specific functional areas	Shri Shailesh J. Shah is an undergraduate in Science having rich experience of more than 35 years in the field of Chemicals and Detergents. He is expert in handling multiple portfolio in the field of banking, finance and administration. He is having wide knowledge of the industry and markets that the company operates in and has been instrumental in the turnaround of the Company over the last few years.	Shri Bhupendra J. Shah holds a Master Degree in Science and having a rich experience of more than 45 years in the field of Chemicals and Detergents. He was a Vice-Chairman in The Kalapur Commercial Co-op. Bank for 10 years and Director for 20 years. He is expert in handling multiple portfolio in the field of banking, finance and administration.	Shri Subhash J. Shah holds a Bachelor Degree of Commerce and having rich experience of 40 years in the field of Chemicals and Detergents. He is expert in handling the production, Administration and various Commercial matters.	Shri Bharat J. Shah holds a Bachelor Degree of Commerce and having rich experience of 42 years in the field of Chemicals and Detergents. He is expert in handling the Marketing and Operations, Administration and various Commercial matters.	Shri Ajay R. Gandhi holds a Bachelor Degree of Engineering in Automobiles and having rich experience of 20 years in the field of Dyes and Chemicals. He is also having rich experience in the field of Automobiles for 10 years.	Shri Umeshbhai holds a Master Degree of Science and having a rich experience of 30 years in the field of Chemicals and peripherals. He has many Trusteeships of various trusts.	Shri Virendra B. Shah holds a Bachelor Degree of Commerce and having rich experience in trading of Chemicals and alike products for 20 years. He is also expert in field of administration, finance and banking and marketing.
No. of Shares held in the Company	3,18,395 Equity shares of Rs. 10 each fully paid up	2,32,239 Equity shares of Rs. 10 each fully paid up	1,56,700 Equity shares of Rs. 10 each fully paid up	59,461 Equity shares of Rs. 10 each fully paid up	(HUF) 3,000 Equity shares of Rs. 10 each fully paid up	NIL	NIL
Directorships and Committee Memberships held in other	NIL	NIL	NIL	NIL	NIL	NIL	NIL

* Brother of Shri Bhupendra J. Shah(Chairman), Shri Jaykumar J. Shah (Vice Chairman), Shri Bharat J. Shah(Whole-time Director & CFO) and Shri Subhash J. Shah(Whole-time Director).

** Brother of Shri Shailesh J. Shah(Managing Director), Shri Jaykumar J. Shah (Vice Chairman), Shri Bharat J. Shah (Whole-time Director & CFO) and Shri Subhash J. Shah(Whole-time Director).

Brother of Shri Bhupendra J. Shah(Chairman), Shri Jaykumar J. Shah (Vice Chairman), Shailesh J. Shah(Managing Director) and Shri Bharat J. Shah(Whole-time Director & CFO).

Brother of Shri Bhupendra J. Shah(Chairman), Shri Jaykumar J. Shah (Vice Chairman), Shailesh J. Shah(Managing Director) and Shri Subhash J. Shah(Whole-time Director).

HIPOLIN LIMITED

DIRECTORS' REPORT

To,

The Members,

Your Directors present the Twenty Second Annual Report and Audited Accounts of the Company for the financial year ended March 31, 2015.

Financial Results

PARTICULARS	Amount (in Lacs)		
	Year ended on		
		31-03-2015	31-03-2014
1) Income		2104.14	2926.42
2) Profit before Interest, Depreciation & Taxation		25.97	53.11
Less : Interest		29.52	46.56
3) Profit / (Loss) before Depreciation and Taxation		(3.55)	6.55
Less : Depreciation		38.04	29.04
4) Profit / (Loss) before Tax for the year		(41.59)	(22.49)
Less : Provision for Taxation :			
(a) Current Tax	Nil		Nil
(b) Deferred Tax	11.92		(3.43)
(c) Excess Provision of earlier years (Net)	(4.5)		Nil
Sub-total		7.42	(3.43)
5) Net Profit after / (Loss) Tax for the year		(34.17)	(25.92)
Add :Balance B/f from previous year's a/c.		(30.00)	(4.08)
6) Balance C/f to next year's account		(64.17)	(30.00)

OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

A) Sales and Profit:

The sales and other income of the Company during 2014-15 were flat at Rs. 2104.14 Lacs compared to Rs. 2926.42 Lacs of the previous year. The loss incurred Rs. 34.17 Lacs during the FY 2014-15 compared to Rs. 25.92 Lacs of the previous year.

B) Raw Material:

Required quantities of the Raw materials were available from within India.

C) Export:

Company was able to procure the required orders for its export products. Company made export of Rs. 7.82 lacs during the year.

No material changes and commitments, affecting the financial position of the Company, have occurred between March 31, 2015 and the date of this Report.

DIVIDEND:

In view of loss incurred during the year under review, your Board of Directors does not recommend any dividend for the financial year 2014-15.

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MEETINGS OF THE BOARD :

During the Financial Year 2014-15, 5 (five) meetings of the Board of Directors took place. For further details, please refer Report on Corporate Governance.

PARTICULARS OF LOANS GUARANTEES AND INVESTMENTS :

The Company has not given any loan, made investment, given any guarantee or provided any security – covered u/s. 186 of The Companies Act, 2013 – to any one.

CORPORATE GOVERNANCE/MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A Report on the Corporate Governance Code alongwith a certificate from the Auditors of the Company regarding the compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreements as also the Management Discussion and Analysis Report are annexed to this Report.

FIXED DEPOSITS:

During the year Company has not accepted any Fixed Deposits.

INSURANCE :

All fixed assets and movable assets of the Company are adequately insured.

TECHNICAL ACHIEVEMENT:

The Company keeps on exploring the possibility of technical improvement and process optimization for better yields / product mix / energy efficiency.

DIRECTORS:

The Board of Directors had on the recommendation of Nomination and Remuneration Committee, subject to the approval of shareholders, appointed Shri Bharat J. Shah and Shri Subhash J. Shah as the Whole-Time Directors of the Company for a period effective from February 13, 2015 to March 31, 2018.

Pursuant to the recommendation of Nomination and Remuneration Committee, Shri Shailesh J. Shah was re-appointed by the Board of Directors, subject to the approval of the shareholders, as the Managing Director of the Company for a further period of three years with effect from April 1, 2015 to March 31, 2018.

During the year under review, Shri Ajay R. Gandhi, Shri Umesh P. Mehta and Shri Virendra B. Shah were appointed as Additional Independent Directors u/s 161(1) of the Companies Act, 2013. They will hold the office of Director upto the date of forthcoming Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company, inter alia, confirming that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Article of Association, Shri Shailesh J. Shah and Shri Bhupendra J. Shah retire by rotation at the forthcoming Annual General Meeting and, being eligible offer themselves for re-appointment.

During the year under review, Shri Mahesh S. Shah, Shri Kaushik R. Patel and Shri Rohit K. Choksi resigned as the Independent Directors of the Company with effect from October 01, 2014, September 30, 2014 and November 15, 2014 respectively. Shri Daxesh B. Shah, Shri Vivek S. Shah and Shri Rumit B. Shah resigned as Executive Directors of the Company with effect from February 13, 2015. The Board has placed on its record its appreciation for the services rendered by all the resigned Directors during their tenure as the Directors.

HIPOLIN LIMITED

KEY MANAGERIAL PERSONNEL:

During the year under review, the Company has appointed following persons as Key Managerial Personnel:

Sr. No.	Name of the Persons	Designation
1	Shri Bhupendra J. Shah	Chairman (Executive)
2	Shri Jaykumar J. Shah	Vice Chairman (Whole Time Director)
3	Shri Shailesh J. Shah	Managing Director
4	Shri Bharat J. Shah	Chief Financial Officer & Whole Time Director
5	Shri Subhash J. Shah	Whole Time Director
6	Ms. Apexa A. Panchal	Company Secretary

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR ETC.:

Pursuant to the provisions of Section 178 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement, the Board of Directors at their Meeting held on 06.08.2014 approved the Remuneration and Nomination Policy as recommended by the Nomination and Remuneration Committee. The salient features of the said policy covering the policy on appointment and remuneration and other matters have been explained in the Corporate Governance Report.

BOARD EVALUATION:

Based on the criteria for evaluation of Independent Directors and the Board as recommended by the Nomination and Remuneration Committee and as adopted by the Board. Board carried out evaluation of its own performance and that of the individual Directors.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement, the Directors hereby confirm:

- (i) that in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III of the Companies Act have been followed and there are no material departures from the same;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year viz. March 31, 2015 and of the profit of the Company for that period;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the annual accounts on a 'Going Concern' basis;
- (v) that the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- (vi) that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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PERSONNEL:

All the employees have worked with zeal and enthusiasm and your Directors wish to express their sincere appreciation to all the employees for their support, co-operation and dedicated services.

PARTICULARS OF EMPLOYEES:

There was no employee drawing an annual salary of Rs. 60.00 lacs or more where employed for full year or monthly salary of Rs. 5,00,000/- or more where employed for part of the year. The information pursuant to the provisions of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure A.

LISTING:

Company's Securities are listed with the Bombay Stock Exchange at Mumbai. The Company has already paid the listing fees to this Stock Exchange for FY 2014-15.

CORPORATE GOVERNANCE :

The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Statutory Auditors of the Company confirming the compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

BUSINESS RESPONSIBILITY REPORT :

The Business Responsibility Reporting, as required under clause 55 of the Listing Agreement is not applicable to the Company.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES :

All contracts / arrangements / transactions with related parties entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with related party transactions.

WHISTLE BLOWER POLICY:

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company (www.hipolin.com).

RISK MANAGEMENT POLICY:

The Company follows well-established and detailed risk assessment and minimization procedures, which periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

The Senior Management assists the Board in its oversight of the Company's management of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks under the aegis of the overall business risk management framework.

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AUDITORS:

The auditors M/s Harish S. Patel & Co., Chartered Accountants, Ahmedabad retire at the conclusion of the ensuing Annual General Meeting and they have confirmed their eligibility pursuant to the provision of the Section 139 of The Companies Act, 2013 and willingness to be re-appointed. The Board of Directors recommends their re-appointment for the year 2015-16 at the ensuing AGM.

The Report of the Statutory Auditors for the financial year 2014-15 does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT REPORT:

As required by Section 204 of The Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. M. P. Mehta & Co., Company Secretaries, Ahmedabad, Company Secretaries in Practice to conduct Secretarial Audit for the Financial Year 2014-15. The Report of the Secretarial Audit for the financial year ended on March 31, 2015 is annexed as Annexure B to this Report. The said report does not contain any qualification, reservation or adverse remark.

COST AUDITOR:

As per the Companies (Cost Records and Audit) Rules, 2014 as amended by Companies (Cost Records and Audit) Amendment Rules, 2014, issued by the Central Government, the Company is not required to get its cost records audited by a Cost Auditor. But the Company is maintaining cost records voluntarily and obtained the Certificate of Maintenance of Cost Records from the Cost Auditor.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUT GO:

A. Conservation of Energy

The Company has not incurred Significant amount on electricity, as most of the products of the company are mixing of various ingredients. The percentage of electricity expenses is very negligible to total expenses. However, the Company ensures conservation at all possible levels.

B. Technology Absorption

The Company has established a well-equipped Quality Control Laboratory and Research and Development Laboratory. The Research & Development Laboratory does not require any sophisticated instruments.

The Company has adopted indigenously available technology for its production process. The Company has not adopted any foreign technology.

C. Foreign Exchange Earnings and outgo

Particulars	2014-15	2013-14
Foreign Exchange Earnings (Rs.)	7,73,360	NIL
Foreign Exchange Utilised (Rs.)	NIL	NIL

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EXTRACT OF ANNUAL RETURN :

The details forming part of the extract of Annual Return in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 is annexed herewith as Annexure C to this Report.

ACKNOWLEDGMENTS:

Your Board of Directors wishes to place on record its appreciation to the contribution made by the employees of the company. The Directors also wish to thank the Government authorities, financial institutions and shareholders for their cooperation and assistance extended to the company.

Date : May 28, 2015

Place : Ahmedabad

For and on behalf of the Board,

Bhupendra J. Shah

Chairman

Shailesh J. Shah

Managing Director

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ANNEXURE TO DIRECTOR'S REPORT

Annexure A

DISCLOSURE ON MANAGERIAL REMUNERATION

Details of remuneration as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

- Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY2014-15, the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Directors	Designation/ Category	Ratio of Remuneration of Director to Median\$ Remuneration of Employees [sub-clause (I) of Rule 5(1)]	Increase/ (Decrease) in Remuneration (%) [Sub-clause(ii) of Rule 5(1)]
1	Shri Bhupendra J. Shah	Whole Time Director (Chairman)/Executive	6.06	3.76
2	Shri Jaykumar J. Shah	Whole Time (Vice Chairman) Director/Executive	6.12	4.84
3	Shri Shailesh J. Shah	Managing Director/ Executive	6.33	37.00
4	Shri Daxesh B. Shah	Whole Time Director/Executive	*	*
5	Shri Rumit B. Shah	Whole Time Director/Executive	*	*
6	Shri Vivek S. Shah	Whole Time Director/Executive	*	*
7	Shri Bharat J. Shah @	CFO & Whole Time Director/Executive	@	@@
8	Shri Subhash J. Shah	Whole Time Director/Executive	#	##
9	Shri Kaushik R. Patel #	Independent Director/ Non- Executive	*	*
10	Shri Mahesh S. Shah \$	Independent Director/ Non- Executive	*	*
11	Shri Rohit K. Choksi	Independent Director/ Non- Executive	*	*
12	Shri Nilesh R. Desai	Independent Director/ Non- Executive	0.10	20
13	Shri Narendra N. Shah	Independent Director/ Non- Executive	0.07	(20)
14	Smt. Nita B. Shah	Independent Director/ Non- Executive	+	++
15	Shri Ajay R. Gandhi	Independent Director/ Non- Executive	+	++
16	Shri Umesh P. Mehta	Independent Director/ Non- Executive	+	++
17	Shri Virendra B. Shah	Independent Director/ Non- Executive	+	++
18	Ms. Apexa Panchal	Company Secretary	^	^^

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\$ Refer Point 2. below.

- * Details not given as Shri Daxesh B. Shah, Shri Rumit B. Shah and Shri Vivek S. Shah, resigned from 13.02.2015 and Shri Kaushik R. Patel, Shri Mahesh S. Shah and Shri Rohit K. Choksi resigned from 30.09.2014, 01.10.2014 and 15.11.2014 respectively.
 - @ Shri Bharat J. Shah was appointed as Chief Financial Officer w.e.f. 29.05.2014 and as an Additional Director (Whole-time Director) w.e.f. 13.02.2015. Therefore details not given as he was a CFO and as well as a Whole-time Director only for the part of the year 2014-15.
 - @@ Details not given as Shri Bharat J. Shah was neither a CFO nor a Whole-time Director in the FY 2013-14
 - # Details not given as Shri Subhash J. Shah was a Whole-time Director only for the part of the year 2014-15 i.e., w.e.f. 13.02.2015.
 - ## Details not given as Shri Subhash J. Shah was not a Whole-time Director in the FY 2013-14.
 - + Details not given as Ms. Nita B. Shah, Shri Ajay R. Gandhi, Shri Umesh P. Mehta, Shri Virendra B. Shah were appointed as Directors from 06.08.2014, 08.12.2014, 08.12.2014 and 13.02.2015, respectively, i.e. only for the part of the FY 2014-15.
 - ++ Details not given as Ms. Nita B. Shah, Shri Ajay R. Gandhi, Shri Umesh P. Mehta, Shri Virendra B. Shah were not Directors in the FY 2013-14.
 - ^ Details not given as Ms. Apexa Panchal was a Company Secretary only for the part of the FY 2014-15 i.e., w.e.f. 29.09.2014.
 - ^^ Details not given as Ms. Apexa Panchal was not a Company Secretary in the FY 2013-14.
2. Sub-clause (iii) of Rule 5(1): The median remuneration of the employees in FY 2014-15 increased by 8%. The calculation of % increase in Median Remuneration is done based on comparable employees. Also, the unionized employees whose remuneration is based on periodic settlements have been excluded for this purpose.
 3. Sub-clause (iv) of Rule 5(1): The number of permanent employees on the rolls of the Company as on 31st March, 2015 was 68
 4. Sub-clause (v) of Rule 5(1): The Standalone (loss) Before Tax of the Company increased by 24.11% for the FY 2014-15. For the same period, the average increase in the remuneration was 9.06%. However, it may please be noted that the increase in remuneration is not only based on the performance of the company but also it has to be calibrated based on economic factor (for the year under review at a maintenance level ~3-4%), availability of the required talent, individual performance, the status of the relevant industry, etc.
 5. Sub-clause (vi) of Rule 5(1): The total Remuneration of Key Managerial Personnel increased by 13.56% in FY 2014-15.

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6. Sub-clause (vii) of Rule 5(1):

a) **Market Capitalisation**

BSE

31st March, 2015

Rs.1153.88 lakhs(@Rs.36.85 per share)

31st March, 2014

Rs.1067.77 lakhs(@Rs.34.10 per share)

P/E Ratio

In view of loss incurred during the year under review, it is not possible to compute P/E ratio of the company.

b) The Company has not come out with any public offer hence percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer is not applicable.

7. Sub-clause (viii) of Rule 5(1): The average increase in the remuneration of all employees 8% for the FY 2014-15. The increase in the Managerial remuneration is 17.81%. There is no increase in the remuneration of CFO and Company Secretary as they were appointed w.e.f.29.05.2014 and 29.09.2014 respectively and they were not given any remuneration, as they were not KMPs in the FY 2013-14.

8. Sub-Clause (ix) of Rule 5(1):

Particulars	(Amount in lacs)	
	2014-15	2013-14
Total revenue	2069.07	2862.01
Profit/ (Loss) before depreciation, finance cost and tax expenses	25.97	53.11
Profit / (Loss) before tax	(41.59)	(22.49)
Profit / (Loss) after tax	(34.17)	(25.92)
Earning per Share	(1.09)	(0.83)

As it is very well known that Indian manufacturing industries had passed through a difficult year during the financial year 2014-15. The Company has tried its best to survive during this difficult period, so that it can be hope to achieve better result when the economy improves.

9. Sub-clause (x) of Rule 5(1): There is no variable component in the form of Commission payment to any director of the Company during the FY 2014-15. The Whole-time Directors/ Managing Director are paid remuneration as per the recommendation of Nomination and Remuneration Committee and decided by the Board of Directors alongwith the approval of members in the General meeting. The components of the remuneration paid to Whole-time Directors/ Managing Director were salary, perquisites and other allowances.

10. Sub-clause (xi) of Rule 5(1): There were no employees (who are not Directors) who received remuneration in excess of the highest paid Director of the Company during the year.

11. Sub-clause (xii) of Rule 5(1): It is hereby affirmed that the remuneration paid is as per the Remuneration policy of the Company.

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Annexure B

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Hipolin Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Hipolin Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Not applicable as Company has not issued any shares during the year under review.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employees Benefits), Regulations, 2014;
Not applicable as Company has not provided such facility during the year under review.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;-
Not applicable as Company has not issued any Debt Securities during the year under review.

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- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-
Not applicable as the Company has not delisted any of its shares from any stock exchange during the year under review.
 - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2008
Not applicable as the Company has not bought back any of its shares from any Stock Exchange during the year under review.
- 6) I further report that, having regard to the Compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with Food Safety and Standards Act, 2006.
- 7) I have also examined compliance with the applicable clauses of the following:
- i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not applicable as not notified during the year under review).
 - ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period Members of the company have authorized the Board of Directors to:

- a. to borrow money in excess of paid up capital and free reserves for an amount not exceeding Rs. 20,00,00,000/-at any one time (Rupees Twenty Crores Only) pursuant to Section 180 (1)(C) of the Companies Act, 2013 and
- b. to create charge/ mortgage on movable/ immovable properties of the Company in favour of lenders pursuant to Section 180(1)(a) of the Companies Act, 2013.

Date : 21/05/2015

Place : Ahmedabad

For M. P. Mehta & Co.,
Company Secretaries

M. P. Mehta
Proprietor
FCS NO.:2413, C.P. No.:1941

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To,
The Members,
Hipolin Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date : May 21, 2015
Place : Ahmedabad

For M. P. Mehta & Co.,
Company Secretaries

M. P. Mehta
Proprietor
FCS NO.:2413, C.P. No.:1941

HIPOLIN LIMITED

Annexure C

Extract of Annual Return

As on the financial year ended on 31st March, 2015

Form No.MGT-9

[pursuant to Section 92(3) of the Companies Act,2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. CIN:- L24240GJ1994PLC021719
- ii. Registration Date: 31.03.1994
- iii. Name of the Company:- HIPOLIN LIMITED
- iv. Category/ Sub-Category of the Company:- Public Company/ Limited by Shares
- v. Address and Contact Details:
 - a. Registered Office:- A/1/1Nilkanth Industrial Estate, Sanand-Viramgam Highway,
Near Iyava Bus Stand, Via Virochannagar (P.O.)
Ta. : Sanand, Dist. : Ahmedabad-382170.
Phone: (02717) 284202
 - b. Corporate Office:- 45, Madhuban, 4th Floor, Nr. Madalpur Garnala,
Ellisbridge, Ahmedabad-380006.
Phone: (079) 26447730-31-48
Email: hipolin@hipolin.com.
csapexapanchal@gmail.com
Website: www.hipolin.com
- vi. Whether listed company: Yes
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:
Sharepro Services (India) Pvt. Ltd.
13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka, Andheri-(East), Mumbai-400072.
Phone: (022)-67720354/300/400

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The only principal business activities of the Company is manufacturing and trading of Detergent Powder and Cake and alike products which contribute 100% of the total turnover of the Company.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
	N.A.				

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IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year(as on April 1, 2014 i.e., on the basis of SHP of March 31, 2014)				No. of Shares held at the end of the year(as on March 31, 2015 i.e., on the basis of SHP of March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian	—	—	—	—	—	—	—	—	—
a) Individual/HUF	2079162	13300	2092462	66.82	2125636	9100	2134736	68.17	1.35
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	209388	Nil	209388	6.69	172353	Nil	172353	5.51	(1.18)
e) Bank /FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A)(1)	2288550	13300	2301850	73.51	2297989	9100	2307089	73.68	0.17
(2) Foreign	—	—	—	—	—	—	—	—	—
a) NRIs- Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bank /FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding Promoter(s) A=A(1)+A(2)	2288550	13300	2301850	73.51	2297989	9100	2307089	73.68	0.17
B. Public Shareholding	—	—	—	—	—	—	—	—	—
1. Institutions	—	—	—	—	—	—	—	—	—
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (Specify) Foreign Portfolio Investor(Corporate)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B) (1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions	—	—	—	—	—	—	—	—	—
a) Bodies Corp.	86096	1301	87397	2.79	73942	1301	75243	2.40	(0.39)
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b)Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Shareholders holding nominal share capital upto Rs. 1 lakh	212215	434076	646291	20.64	456832	208615	665447	21.25	0.61
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	94038	Nil	94038	3.00	82302	Nil	82302	2.63	(0.37)
c) Others (specify) Non Residents	1314	Nil	1314	0.04	1219	Nil	1219	0.04	Nil
d) Others (Clearing Members)	410	Nil	410	0.01	Nil	Nil	Nil	Nil	(0.01)
Sub- total (B) (2)	394073	435377	829450	26.49	614295	209916	824211	26.32	(0.07)
Total Public Shareholding (B)=(B)(1)+(B)(2)	394073	435377	829450	26.49	614295	209916	824211	26.32	(0.07)
C. Shares held by custodians for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	2682623	448677	3131300	100.00	2912284	219016	3131300	100.00	0

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ii. Shareholding of Promoters /Promoters Group

Sl. No.	Shareholder's name	No. of Shares held at the beginning of the year(as on April 1, 2014 i.e., on the basis of SHP of March 31, 2014)			No. of Shares held at the end of the year(as on March 31, 2015 i.e., on the basis of SHP of March 31, 2015)			
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ emcumbered to total share	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ emcumbered to total share	%of change in share holding during the year
1	SHAILESHBHAI J SHAH	316000	10.09	0	318395	10.17	0	0.08
2	JYOTIBEN J SHAH	276650	8.83	0	278950	8.91	0	0.08
3	RUMIT BHARATBHAI SHAH	261800	8.36	0	262095	8.37	0	0.01
4	VIVEK S SHAH	159800	5.10	0	165300	5.28	0	0.18
5	BHUPENDRABHAI J SHAH	157846	5.04	0	157846	5.04	0	0.00
6	SUBHASBHAI J SHAH	149750	4.78	0	156700	5.00	0	0.22
7	JAYKUMARBHAI J. SHAH	95688	3.06	0	104263	3.33	0	0.27
8	DAXABEN S SHAH	96100	3.07	0	98400	3.14	0	0.07
9	ARUNABEN B SHAH	93300	2.98	0	95600	3.05	0	0.07
10	DAXESHBHAI B SHAH	81574	2.61	0	85399	2.73	0	0.12
11	REKHABEN B SHAH	79038	2.52	0	83388	2.67	0	0.15
12	NARAYAN SOAPS AND CHEMICALS PRIVATE LIMITED	64939	2.07	0	78939	2.52	0	0.45
13	MAYURIBEN S SHAH	76500	2.44	0	78900	2.52	0	0.08
14	BHUPENDRABHAI J SHAH	68739	2.20	0	74393	2.38	0	0.18
15	HIPOLIN INVESTMENT PRIVATE LIMITED.	99036	3.16	0	62001	1.98	0	(1.18)
16	BHARATBHAI J. SHAH	50486	1.61	0	59461	1.90	0	0.29
17	ARPAN J SHAH	29882	0.95	0	29882	0.95	0	0.00
18	PURVIBEN D SHAH	22292	0.71	0	25392	0.81	0	0.10
19	APURVA SHAILESHBHAI SHAH	12974	0.41	0	21449	0.68	0	0.27
20	JAY DETERGENTS PRIVATE LIMITED	45413	1.45	0	18413	0.59	0	(0.86)
21	JAYANTILAL BHOGILAL CHEMICALS PRIVATE LIMITED	0	0.00	0	13000	0.42	0	0.42
22	KRUPA HIREN SHAH	4500	0.14	0	11600	0.37	0	0.23
23	NIYATI VIVEKBHAI SHAH	3670	0.12	0	8980	0.29	0	0.17
24	SNEHA A SHAH	4499	0.14	0	6704	0.21	0	0.07
25	MANA R SHAH	3000	0.10	0	5000	0.16	0	0.06
26	NAIYABEN S SHETH	2000	0.06	0	2000	0.06	0	0.00
27	BIJAL S DESAI	1599	0.05	0	2339	0.07	0	0.02
28	POURVI MANISH DESAI	2300	0.07	0	2300	0.07	0	0.00
29	BHUPENDRABHAI J. SHAH	42475	1.36	0	0	0.00	0	(1.36)
	Total	2301850	73.51	0.00	2307089	73.68	0.00	0.17

The term encumbrance has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011.

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iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sl.No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. Of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	2301850	73.51	2301850	73.51
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ Decrease(e.g. allotment/ transfer/ bonus/ sweat equity, etc.)	#	#	#	#
	At the end of the year	2307089	73.68	2307089	73.68

Inter-se Transfer among Promoters, Sales & Purchase of shares

Sl.No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year(01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning of the year (01.04.2014)	% of total Shares of the Company				No. Of Shares at the end of the year (31.03.2015)	% of total Shares of the Company
1	SHAILESHBHAI J SHAH	316000	10.09	11.04.2014	(1400)	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				08.05.2014	750	Inter-se Transfer		
				09.03.2015	2345	Inter-se Transfer	318395	10.17
2	JYOTIBEN J SHAH	276650	8.83	09.03.2015	2400	Inter-se Transfer		
				29.10.2014	(100)	Sale	278950	8.91
3	RUMIT BHARATBHAI SHAH	261800	8.36	11.04.2014	(1500)	Inter-se Transfer		
				09.03.2015	1795	sale	262095	8.37
4	VIVEK S SHAH	159800	5.10	25.04.2014	3500	Inter-se Transfer		
				09.03.2015	2000	Inter-se Transfer	165300	5.28
5	BHUPENDRABHAI J SHAH	157846	5.04	—	—	—	157846	5.04
6	SUBHASBHAI J SHAH	149750	4.78	11.04.2014	1400	Inter-se Transfer		
				29.04.2014	2500	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				09.03.2015	2350	Inter-se Transfer	156700	5.00
7	HIPOLIN INVESTMENT PRIVATE LIMITED.	99036	3.16	22.04.2014	(2375)	Inter-se Transfer		
				24.04.2014	(3500)	Inter-se Transfer		
				28.04.2014	(17500)	Inter-se Transfer		
				29.04.2014	(2500)	Inter-se Transfer		
				02.05.2014	(5500)	Inter-se Transfer		
				05.05.2014	(3500)	Inter-se Transfer		
				08.05.2014	(2150)	Inter-se Transfer		
				25.09.2014	(10)	sale	62001	1.98
8	DAXABEN S SHAH	96100	3.07	09.03.2015	2300	Inter-se Transfer	98400	3.14
9	JAYKUMARBHAI J. SHAH	95688	3.06	22.04.2014	475	Inter-se Transfer		
				28.04.2014	5000	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				09.03.2015	2400	Inter-se Transfer	104263	3.33
10	ARUNABEN B SHAH	93300	2.98	09.03.2015	2300	Inter-se Transfer	95600	3.05
11	DAXESHBHAI B SHAH	81574	2.61	22.04.2014	475	Inter-se Transfer		
				28.04.2014	1000	Inter-se Transfer		
				09.03.2015	2350	Inter-se Transfer	85399	2.73
12	REKHABEN B SHAH	79038	2.52	28.04.2014	2000	Inter-se Transfer		
				09.03.2015	2350	Inter-se Transfer	83388	2.66
13	MAYURIBEN S SHAH	76500	2.44	11.04.2014	55	purchase		
				09.03.2015	2345	Inter-se Transfer	78900	2.52
14	BHUPENDRABHAI J SHAH	68739	2.20	11.04.2014	909	Purchase		
				28.04.2014	1000	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				08.05.2014	700	Inter-se Transfer		
				09.03.2015	2345	Inter-se Transfer	74393	2.38
15	NARAYAN SOAPS AND CHEMICALS PRIVATE LIMITED	64939	2.07	29.04.2014	6000	Inter-se Transfer		
				08.05.2014	2500	Inter-se Transfer		
				12.05.2014	5500	Inter-se Transfer	78939	2.52

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16	BHARATBHAI J. SHAH	50486	1.61	28.11.2014	(100)	sale		
				22.04.2014	475	Inter-se Transfer		
				02.05.2014	5500	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				09.03.2015	2400	Inter-se Transfer	59461	1.90
17	JAY DETERGENTS PRIVATE LIMITED	45413	1.45	29.04.2014	(12000)	Inter-se Transfer		
				08.05.2014	(2500)	Inter-se Transfer		
				12.05.2014	(12500)	Inter-se Transfer	18413	0.59
18	BHUPENDRA JAYANTILAL SHAH	42475	1.36	09.03.2015	(42475)	Inter-se Transfer	0	
19	ARPAN J SHAH	29882	0.95	—	—	—	29882	0.95
20	PURVIBEN D SHAH	22292	0.71	28.04.2014	1000	Inter-se Transfer		
				09.03.2015	2100	Inter-se Transfer	25392	0.81
21	APURVA SHAILESHBHAI SHAH	12974	0.41	11.04.2014	800	Purchase		
				22.04.2014	475	Inter-se Transfer		
				28.04.2014	5000	Inter-se Transfer		
				09.03.2015	2200	Inter-se Transfer	21449	0.68
22	KRUPA HIREN SHAH	4500	0.14	17.12.2014	2500	purchase		
				12.01.2015	2200	purchase		
				09.03.2015	2400	Inter-se Transfer	11600	0.37
23	SNEHA A SHAH	4499	0.14	09.03.2015	2205	Inter-se Transfer	6704	0.21
24	NIYATI VIVEKBHAI SHAH	3670	0.12	22.04.2014	475	Inter-se Transfer		
				17.06.2014	3000	purchase		
				09.03.2015	1835	Inter-se Transfer	8980	0.29
25	MANA R SHAH	3000	0.10	09.03.2015	2000	Inter-se Transfer	5000	0.16
26	POURVI MANISH DESAI	2300	0.07	—	—	—	2300	0.07
27	NAIYABEN S SHETH	2000	0.06	—	—	—	2000	0.06
28	BIJAL S DESAI	1599	0.05	08.05.2014	740	Purchase	2339	0.07
29	JAYANTILAL BHOGILAL CHEMICALS PRIVATE LIMITED	0	0.00	29.04.2014	6000	Inter-se Transfer		
				12.05.2014	7000	Inter-se Transfer	13000	0.42

iv. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year		Change in Shareholding (no. of shares)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	Arunaben Manherlal Vakil	0	0.00	51170	0	51170	1.63
2	Manoj Kumar Gupta	8000	0.26	10400	0	18400	0.59
3	Goldmine Stocks Pvt. Ltd.	12732	0.41	0	0	12732	0.41
4	Nisha Mahesh Babaria	12732	0.41	0	0	12732	0.41
5	Abhay Krishi Udhog Pvt. Ltd.	10700	0.34	0	0	10700	0.34
6	Anilbhai Babubhai Koradia	7888	0.25	0	0	7888	0.25
7	Dinesh Iswerlal Vakil	0	0.00	7701	0	7701	0.25
8	Chudasama Pankaj Nanjibhai	7436	0.24	0	0	7436	0.24
9	Nayanaben Navin Shah	6000	0.19	0	0	6000	0.19
10	Shalu Sureshchandra Gupta	5500	0.18	0	0	5500	0.18

Note: Top ten shareholders of the company as on March 31, 2015 has been considered for the above disclosure

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v. Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of Shares at the beginning (01.04.2014)	% of total Shares of the Company				No. Of Shares at the end of the year (31.03.2015)	% of total Shares of the Company
1	Shri Bhupendra J. Shah (Whole-time Director & Chairman)	226585	7.24	11.04.2014	909	Purchase		
				28.04.2014	1000	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				08.05.2014	700	Inter-se Transfer		
				09.03.2015	2345	Inter-se Transfer	232239	7.42
2	Shri Jaykumar J. Shah (Whole-time Director & Vice- Chairman)	95688	3.06	22.04.2014	475	Inter-se Transfer		
				28.04.2014	5000	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				09.03.2015	2400	Inter-se Transfer	104263	3.33
3	Shri Shaillesh J. Shah (Managing Director- Executive)	316000	10.09	11.04.2014	(1400)	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				08.05.2014	750	Inter-se Transfer		
				09.03.2015	2345	Inter-se Transfer	318395	10.17
4	Shri Daxesh B. Shah* (Whole-time Director)	81574	2.61	22.04.2014	475	Inter-se Transfer		
				28.04.2014	1000	Inter-se Transfer		
				09.03.2015	2350	Inter-se Transfer	85399	2.73
5	Shri Rumi B. Shah* (Whole-time Director)	261800	8.36	11.04.2014	(1500)	Sale		
				09.03.2015	1795	Inter-se Transfer	262095	8.37
6	Shri Vivek S. Shah* (Whole-time Director)	159800	5.10	25.04.2014	3500	Inter-se Transfer		
				09.03.2015	2000	Inter-se Transfer	165300	5.28
7	Shri Bharat J. Shah** (Whole-time Director & CFO)	50486	1.61	28.11.2014	(100)	Sale		
				22.04.2014	475	Inter-se Transfer		
				02.05.2014	5500	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				09.03.2015	2400	Inter-se Transfer	59461	1.90
8	Shri Subhash J. Shah** (Whole-time Director)	149750	4.78	11.04.2014	1400	Inter-se Transfer		
				29.04.2014	2500	Inter-se Transfer		
				05.05.2014	700	Inter-se Transfer		
				09.03.2015	2350	Inter-se Transfer	156700	
9	Ms. Nita B. Shah^ (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
10	Shri Narendra N. Shah (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
11	Shri Nilesh R. Desai (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
12	Shri Kaushik R. Patel# (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
13	Shri Mahesh Shantilal Shah## (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
14	Shri Rohit K. Choksi \$ (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
15	Shri Ajay R. Gandhi^^ (Independent- Non-Executive)	3000(HUF)	0.10		NIL		3000(HUF)	0.10
16	Shri Umesh P. Mehta^^ (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
17	Shri Virendra B. Shah** (Independent- Non-Executive)	NIL	NIL		NIL		NIL	NIL
18	Ms. Apexa Panchal (Company Secretary)-	NIL	NIL		NIL		NIL	NIL

* Resigned from 13.02.2015

Resigned from 30.09.2014

^^ Appointed as on 08.12.2014

** Appointed as on 13.02.2015

Resigned from 01.10.2014

~ Appointed as on 29.09.2014

^ Appointed as on 06.08.2014

\$ Resigned from 15.11.2014

HIPOLIN LIMITED

v. Indebtedness

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	40565309	-----	-----	40565309
ii) Interest due but not paid	Nil	-----	-----	Nil
iii) Interest accrued but not due	Nil	-----	-----	Nil
Total(i+ii+iii)	40565309	-----	-----	40565309
Change in indebtedness during the financial year				
Addition	5828556	-----	-----	5828556
Reduction	25005295	-----	-----	25005295
Net Change	19176739	-----	-----	19176739
Indebtedness at the end of the financial year				
i) Principal Amount	21388570	-----	-----	21388570
ii) Interest due but not paid	Nil	-----	-----	Nil
iii) Interest accrued but not due	Nil	-----	-----	Nil
Total(i+ii+iii)	21388570	-----	-----	21388570

vi. REMUNERATION OF DIRECTORS AND KEY MANGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/ or Manager

Sl. No.	Particulars of Remuneration	Name of MD /WTD/ Ex. Dir. / Manager								Total
		Shri Bhupendra J. Shah	Shri Jaykumar J. Shah	Shri Shailesh J. Shah	Shri Daxesh B. Shah*	Shri Rumi B. Shah*	Shri Vivek S. Shah*	Shri Bharat J. Shah^	Shri Subhash J. Shah**	
1	Gross Salary									
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	531,264	536,764	471,720	509,132	509,132	509,132	76,995	76,995	3,221,134
	(b) Value of perquisites u/s 17(2) of the Income Tax, 1961	Nil	Nil	82,968	69,340	69,340	69,340	Nil	Nil	290,988
	(C) Profit in Lieu of Salary u/s 17(3) of the Income Tax, 1961	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Stock Option	---	---	---	---	---	---	---	---	---
3	Sweat Equity	---	---	---	---	---	---	---	---	---
4	Commission									
	As % of Profit	---	---	---	---	---	---	---	---	---
	Others Specify									
5	Others, Please Specify	---	---	---	---	---	---	---	---	---
	Total(A)	531,264	536,764	554,688	578,472	578,472	578,472	76,995	76,995	3,512,122
	Ceiling as per Act									

^ Appointed as a CFO from 29.05.2014 and also as an Additional Promoter Director from 13.02.2015

* Resigned from 13.02.2015

** Appointed as on 13.02.2015

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B. Remuneration to Other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors									Total
		Shri Kaushik R. Patel	Shri Mahesh S. Shah	Shri Rohit K. Choksi	Shri Nilesh R. Desai	Shri Narendra N. Shah	Ms. Nita B. Shah	Shri Ajay R. Gandhi	Shri Umesh P. Mehta	Shri Virendra B. Shah	
1	Independent Directors										
	• Fees for attending Board, Committee Meetings	1500	3000	6000	9000	6000	4500	3000	3000	0	36000
	• Commission	—	—	—	—	—	—	—	—	—	—
	Others, Please Specify	—	—	—	—	—	—	—	—	—	—
	Total (1)	1500	3000	6000	9000	6000	4500	3000	3000	0	36000
2	Other Non- Executive Directors										
	• Fees for attending Board, Committee Meetings	—	—	—	—	—	—	—	—	—	—
	• Commission	—	—	—	—	—	—	—	—	—	—
	Others, Please Specify	—	—	—	—	—	—	—	—	—	—
	Total (2)	—	—	—	—	—	—	—	—	—	—
	Total B = (1+2)	1500	3000	6000	9000	6000	4500	3000	3000	0	36000
	Total Managerial Remuneration										
	Overall ceiling as per Act.										

Total remuneration to MD, WTD & Other Directors (being the total of A & B)

C. Remuneration to Key Managerial Personnel Other than MD/ Manager/ WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO	Company Secretary	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	—	494,870	132,839	627,709
	(b) Value of perquisites u/s 17(2) of the Income Tax, 1961	—	Nil	Nil	Nil
	(C) Profit in Lieu of Salary u/s 17(3) of the Income Tax, 1961	—	Nil	Nil	Nil
2	Stock Option	—	Nil	Nil	Nil
3	Sweat Equity	—	Nil	Nil	Nil
4	Commission —As % of Profit —Others Specify	—	Nil	Nil	Nil
5	Others, Please Specify	—	Nil	Nil	Nil
	Total (A)		494,870	132,839	627,709
	Ceiling as per Act				

VII. Penalties/Punishment/ Compounding of Offences: Not Applicable

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any, (give details)
A. Company					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		
B. Directors					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		
C. Other Officers in Default					
Penalty			Nil		
Punishment			Nil		
Compounding			Nil		

HIPOLIN LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMY:

Indian economy appears to have now gone past the economic slowdown which was caused due to persistent inflation, oscillating value of rupee, external account imbalances and elevated fiscal deficit. Gross Domestic Product growth rate has shown signs of recovery by increasing from 6.9 % in FY 2013-14 to 7.4 % (advanced estimates) in FY 2014-15.

INDUSTRY HIGHLIGHTS:

In view of convenience and escalating purchasing power accompanied with continuous & constant ample advertising & marketing, the need of soaps & detergents has been increased substantially.

There is a tremendous scope of penetrating rural markets besides urban markets at a national level.

In the long run, its growth will not be affected by adverse factors like recession or inflation.

OPERATIONS:

The turnover of the company scaled down to Rs. 2104.14 lacs compared to Rs. 2926.42 lacs during the previous year. The same resulted in increase in Net loss of Rs. 34.17 lacs compared to Net loss of Rs. 25.92 lacs during the previous year.

OPPORTUNITIES:

- A) Awareness of an average citizen, with reference to CLEAN INDIA demand of detergent is increasing having multiplying effect.
- B) There is a potentiality for an International market along with timely availability of the products at an affordable economic price.
- C) The ultimate users may be approached via e-commerce & reputed retail chain of the Bazaars like Star Bazaar, D Mart, Big Bazaar etc.
- D) Public at large has been more alert about health & hygiene.

THREATS:

- A) To create Company's Brand loyalty is a costly affair by means of a very aggressive marketing in all Medias like TV Advertisements, Slide Shows, Hoardings etc.
- B) An average customer is too price sensitive & may leave Company's brand for a marginally costly products compared to a competitor just because of heavy dose of marketing cost.
- C) Brand building & generating brand loyalty in the minds of consumers like multinationals & national competitors may eat the company's major portion of resources.

RISKS AND CONCERNS:

- 1) The company faces stiff & cut throat competition not only from multinationals but also from national/domestic competitors.
- 2) More expenses of advertising & marketing calls for loans which may generate heavy burden of interest.
- 3) Inflationary tendency in cost elements like raw material cost, interest cost, marketing cost & transportation cost affect adversely to net margins as in competitive market selling price cannot be elevated and hence generate low profit margin.

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INTERNAL CONTROL SYSTEMS:

The Company has an adequate system of Internal Controls aimed at achieving efficiency in operations, optimum utilization of resources and compliance with all applicable laws and regulations. The observations and recommendations given by the Internal Auditors, a reputed firm of Chartered Accountants, for improvement of the business operations and their implementations are reviewed by the Audit Committee.

HUMAN RESOURCES:

Talent acquisition, retention and development are an integral part of the HR Initiatives.

Your Company recognizes that transformation is successful only if the human capital is prepared for change & trained to accept new challenges. The Company has got very cordial relations with the employees at all the levels particularly with the workers.

CAUTIONARY STATEMENT:

Certain statements in the Management Discussion and Analysis describing the Company's analysis and interpretations are forward looking. Actual results may vary from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The risks outlines are not exhaustive. Readers are requested to exercise their own judgment in assessing the risk associated with the Company.

HIPOLIN LIMITED

Report on Corporate Governance

(Pursuant to Revised Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

1. Company's Philosophy on the Code of Governance

While SEBI ushered in a formal code of Corporate Governance ("the Code") through Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has built its Corporate Governance practices on basis of Transparency and Accountability. The Company's philosophy is to develop the desired framework and institutionalize the spirit it entails. The Company is in full compliance with the Corporate Governance norms as stipulated in Clause 49. The Board considers itself as a Trustee of company's shareholders and acknowledges its responsibilities towards them for creating and safeguarding their wealth.

2. Board of Directors

• Composition of the Board and Category of Directors

The composition of the Board of Directors of the company is in conformity with the requirement of Revised Clause 49 of the Listing Agreement.

The Board of Directors as on the date of this report is comprised of Eleven Directors, of which Five are Executive Directors and the remaining Six are Non- executive Directors including one woman Director (exceeding 1/2 of Board Strength), representing optimum combination of professionalism, knowledge and experience to ensure the independence of the Board and to separate the Board functions of governance and management.

Attendance of each Director at the Board Meetings and last Annual General Meeting (AGM) and the number of companies and committees where he is Chairman / Member:

Directors	Category	No. of Director ships held*	Committee Memberships in which member/ Chairman*	Board Meetings held during the tenure	Board Meetings attended	Attendance at the last AGM
Shri Bhupendra J. Shah (Chairman)	Promoter-Executive	Nil	Nil	5	5	Yes
Shri Jaykumar J. Shah (Vice Chairman)	Promoter-Executive	Nil	Nil	5	5	Yes
Shri Shailesh J. Shah (Managing Director)	Promoter-Executive	Nil	Nil	5	5	Yes
Shri Daxesh B. Shah (Whole Time Director) **	Promoter-Executive	Nil	Nil	5	4	Yes
Shri Rumit B. Shah (Production Director) **	Promoter-Executive	Nil	Nil	5	3	Yes
Shri Vivek S. Shah **	Promoter-Executive	Nil	Nil	5	4	Yes
Shri Subhash J. Shah (Whole Time Director) ^	Promoter-Executive	Nil	Nil	Nil	Nil	No
Shri Bharat J. Shah ^	Promoter-Executive	Nil	Nil	Nil	Nil	No
Shri Narendra N. Shah \$	Independent, Non executive	Nil	Nil	5	3	No

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Smt. Nita B. Shah \$	Independent, Non executive	Nil	Nil	2	2	No
Shri Nilesh R. Desai	Independent, Non executive	3	Nil	5	5	No
Shri Kaushik R. Patel **	Independent, Non executive	Nil	Nil	3	1	No
Shri Mahesh S. Shah **	Independent, Non executive	Nil	Nil	3	2	No
Shri Rohit K. Choksi **	Independent, Non executive	Nil	Nil	4	4	No
Shri Ajay R. Gandhi #	Independent, Non executive	Nil	Nil	1	1	No
Shri Umesh P. Mehta #	Independent, Non executive	Nil	Nil	1	1	No
Shri Virendra B. Shah @	Independent, Non executive	Nil	Nil	0	0	No

* For the purpose of considering the number of Directorships and Committee membership/Chairmanship, all public limited companies, whether listed or not, are included and all other companies including private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 are excluded. Details of Committee comprise only membership/chairmanship of Audit Committee and Stakeholder Relationship Committee.

** Shri Daxesh B. Shah (Whole Time Director), Shri Runit B. Shah (Executive Production Director) and Shri Vivek S. Shah (Executive Director) had resigned from the Board of Directors with effect from the conclusion of the meeting of the Board of Directors held on February 13, 2015. The Independent Directors, namely, Shri Kaushik R. Patel, Shri Mahesh S. Shah and Shri Rohit K. Choksi had resigned from the Board of Directors w.e.f. September 30, 2014, October 01, 2014 and November 15, 2014, respectively.

^ Shri Bharat J. Shah had been appointed as Chief Financial Officer as on May 25, 2014, had also been appointed as an Additional Promoter Director, w.e.f. February 13, 2015. Shri Subhash J. Shah had been appointed as a Whole Time Director (Additional), w.e.f. February 13, 2015.

Appointed as an Additional Independent Director w.e.f. December 08, 2014.

@ Appointed as an Additional Independent Director w.e.f. February 13, 2015.

\$ Appointed as an Additional Independent Director on August 06, 2014 and regularized as an Independent Director at 21st AGM of the Company held on September 30, 2014.

During the year that have been no materially significant related party transactions, pecuniary relationship or transactions between the company and its non-executive directors that may have potential conflict with the interest of the company at large.

• **Board Meetings and Attendance**

The Meeting of the Board of Directors is scheduled in advance. The Board meets at least once in a quarter, inter-alia, to review the performance of the Company and consideration of quarterly financial results. Each time, a detailed agenda is prepared in consultation with the Managing Director & Whole-Time Directors. Five Board meetings were held in the year 2014-15 and the gap between two Board meetings has not exceeded four months. The dates on which meetings were held are as follows:

HIPOLIN LIMITED

No.	Date of Meeting	No. of Directors Present	No.	Date of Meeting	No. of Directors Present
1)	May 29, 2014	9	5)	February 13, 2015	10
2)	July 31, 2014	6			
3)	August 06, 2014	11			
4)	November 14, 2014	10			

- **Appointment of Independent Directors**

Firstly, the Nomination and Remuneration Committee identifies, based on Company's policy for such position, suitable person having an expert knowledge and skill in his / her profession / area of business and who can effectively participate in Board proceedings and recommends the same to the Board. The Board after evaluating the said Committee's recommendation takes the decision which according to the Board is in the best interest of the Company.

- **Meeting of Independent Directors**

The Independent Directors meet at least once in a financial year without the presence of Promoter Directors and management personnel. They discuss the matters pertaining to the business and other related affairs of the Company. The views expressed at such meeting are brought to the knowledge of the Chairman.

During the year, one such meeting was held on February 13, 2015.

- **Code of Conduct**

The Company has in place separate texts of Code of Conduct – one for all the Directors and the other for all Senior Management Personnel. It seeks to achieve, among others, higher standards of personal and professional integrity. A copy of the code has been placed on the Company's website (www.hipolin.com). The code has been circulated to all the Directors and Senior Management Personnel and they affirm its compliance every year.

3. Audit Committee

- **Composition**

The composition of Audit Committee is in line with Provisions of Section 177 of the Companies Act, 2013 and Clause 49 of Listing Agreement. The members of Audit Committee consist of following Directors, viz. Smt. Nita B. Shah as Chairperson of the Committee, Shri Ajay R. Gandhi and Shri Narendra N. Shah as members.

Audit Committee comprises of three Independent Directors. All the members of the Committee are financially literate and have an adequate accounting knowledge. The Audit Committee met four times during the financial year 2014-15 - on May 29, 2014, August 06, 2014, November 14, 2014 and February 13, 2015.

The details of composition* of the Committee and attendance at Meetings are as follows:

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Name	Category	No. of Committee Meetings attended
Shri Rohit K. Choksi *	Non Executive – Independent	3
Shri Kaushik R. Patel **	Non Executive – Independent	1
Shri Mahesh S. Shah @	Non Executive – Independent	1
Smt. Nita B. Shah (Chairperson) #	Non Executive – Independent	1
Shri Ajay R. Gandhi ^	Non Executive – Independent	1
Shri Narendra N. Shah	Non Executive – Independent	4

* Resigned as an Independent Director as well as the Chairman of an Audit Committee of the Company w.e.f. 15.11.2014.

** Resigned as an Independent Director as well as a Member of an Audit Committee w.e.f. 30.09.2014.

@ Resigned as an Independent Director as well as a Member of an Audit Committee w.e.f. 01.10.2014.

Smt Nitaben B. Shah was appointed w.e.f. 06/08/2014

^ Shri Ajay R. Gandhi was appointed w.e.f. 08/12/2014

The scope of the Audit Committee includes:-

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of statutory auditor and fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4) Reviewing with management the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of Section 134 of the Companies Act, 2013,
 - b. Changes, if any, in accounting policies and practices and reasons for the same,
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management,
 - d. Significant adjustments made in the financial statements arising out of audit findings,
 - e. Compliance with listing and other legal requirements relating to financial statements,
 - f. Disclosure of any related party transactions,
 - g. Qualification in the draft audit report

HIPOLIN LIMITED

- 5) Reviewing with the management, the quarterly financial statements before its submission to the Board for approval.
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- 8) Approval of any subsequent modification of transactions of the Company with related parties
- 9) Scrutiny of inter-corporate loans and investments.
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary.
- 11) Evaluation of internal financial controls and risk management systems.
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 13) Reviewing the adequacy of internal audit function, if any, including the structure if the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 14) Discussion with internal auditors, any significant findings and follow up thereon.
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- 16) Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- 18) To review the functioning of the whistle Blower mechanism.
- 19) Approval of appointment of CFO (i.e., the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- 20) Appointment of Cost Auditor, if required as per law.
- 21) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition to the areas noted above, Audit Committee looks into controls and security of the Company's internal control systems and internal audit reports.

The Board has laid down a Code of Conduct for all Directors and senior Management staff of the Company, which is also available on the website of the Company. All Directors and

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members of the senior Management have affirmed their compliance with the said Code. A declaration signed by the Managing Director to this effect is appended at the end of this Report.

A certificate from the Managing Director on the financial statements and other matters of the Company for the financial year ended March 31, 2015 is also appended at the end of this Report.

The Chairman of the Audit Committee was present in the last Annual General Meeting to answer the shareholders' queries.

4. Nomination and Remuneration Committee

During the year, there was a change in nomenclature of 'Remuneration Committee' to 'Nomination and Remuneration Committee'. Pursuant to the provisions of Section 178 of the Companies Act, 2013, Board is required to constitute 'Nomination and Remuneration Committee' consisting of 3 or more Non-executive Directors out of which not less than one half shall be Independent Directors.

During the financial year under review, the Nomination and Remuneration Committee was held two times on 31.07.2014 and 13.02.2015.

The details of composition of the Nomination and Remuneration Committee and attendance at Meeting are as follows:

Name	Category	No. of Committee Meetings attended
Shri Rohit K. Choksi *	Non Executive – Independent	1
Shri Kaushik R. Patel **	Non Executive – Independent	0
Shri Mahesh S. Shah @	Non Executive – Independent	0
Shri Ajay R. Gandhi (Chairman) ^	Non Executive – Independent	1
Smt. Nita B. Shah #	Non Executive – Independent	1
Shri Narendra N. Shah	Non Executive – Independent	1

* Resigned as an Independent Director as well as the Chairman of a Nomination and Remuneration of the Company w.e.f. 15.11.2014.

** Resigned as an Independent Director as well as a Member of a Nomination and Remuneration Committee of the Company w.e.f. 30.09.2014.

@ Resigned as an Independent Director as well as a Member of a Nomination and Remuneration Committee of the Company w.e.f. 01.10.2014.

Smt Nitaben B. Shah was appointed w.e.f. 06/08/2014

^ Shri Ajay R. Gandhi was appointed w.e.f. 08/12/2014

HIPOLIN LIMITED

Terms of Reference :

- 1) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and removal.
- 2) To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees.
- 3) To formulate the criteria for evaluation of Independent Directors and the Board.
- 4) To devise a policy on Board Diversity
- 5) To carry out evaluation of every Director's performance
- 6) To recommend / review remuneration of the Managing Director, Executive Director and Whole time Director based on their performance and defined assessment criteria
- 7) To perform such other functions as may be necessary for the performance of its duties or as is mandated by the Board or any law.

Remuneration Policy:

The Company's Remuneration Policy for Directors is given below. The Company's remuneration policy is to review the reward based on performance of the Company, the individual Director and existing industry practice.

The remuneration policy is recommended by the Nomination and Remuneration Committee and approved by the Board. The key objective of the remuneration policy is to ensure that it is aligned to the overall performance of the Company. The policy ensures that it is fair and reasonable and is linked to financial performance. For Directors in Executive category, it comprises of fixed and variable components. The remuneration policy is placed on the website of the Company. The remuneration paid to the Directors is in line with the remuneration policy of the Company.

Remuneration to Directors:

Non- Executive Directors

The remuneration for non-executive directors consists of sitting fees. No other payment is made to the non-executive directors.

Details of the remuneration paid to and shareholding of Non-executive Directors is provided in MGT-9 which forms part of Directors' Report.

Executive Directors:

The Executive Directors of the Company viz., Managing Director and Whole Time Directors have been appointed in terms of the resolutions passed by the shareholders at the annual general meetings. Elements of the remuneration package comprise of salary, perquisites and other allowances as approved by the members at the Annual General Meetings.

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Details of Remuneration :

The details relating to remuneration of Directors, as required under Clause 49 of the Listing Agreement are as follows:

Details of remuneration paid to Directors during the financial year 2014-15.

(Amounts in Rs.)

Directors	Salaries	Perquisites	Sitting Fees	Total
Shri Bhupendra J. Shah	5,31,264	Nil	Nil	5,31,264
Shri Jaykumar J. Shah	5,36,764	Nil	Nil	5,36,764
Shri Shailesh J. Shah	4,71,720	82,968	Nil	5,54,688
Shri Daxesh B. Shah *	5,09,132	69,340	Nil	5,78,472
Shri Rumit B. Shah *	5,09,132	69,340	Nil	5,78,472
Shri Vivek S. Shah *	5,09,132	69,340	Nil	5,78,472
Shri Bharat J. Shah **	76,995	Nil	Nil	76,995
Shri. Subhash J. Shah **	76,995	Nil	Nil	76,995
Shri Kaushik R. Patel #	Nil	Nil	1,500	1,500
Shri Mahesh S. Shah \$	Nil	Nil	3,000	3,000
Shri Rohit K. Choksi @	Nil	Nil	6,000	6,000
Shri Nilesh R. Desai	Nil	Nil	9,000	9,000
Shri Narendra N. Shah	Nil	Nil	6,000	6,000
Smt. Nita B. Shah	Nil	Nil	4,500	4,500
Shri Ajay R. Gandhi	Nil	Nil	3,000	3,000
Shri Umesh P. Mehta	Nil	Nil	3,000	3,000
Shri Virendra B. Shah **	Nil	Nil	Nil	Nil

* Resigned from 13.02.2015

Resigned from 30.09.2014

\$ Resigned from 01.10.2015

@ Resigned from 15.11.2014

** Appointed from 13.02.2015

The Company has not granted any stock options to its Directors.

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5. Stakeholders' Relationship Committee

During the year, there was a change in nomenclature of 'Shareholders' / Investors' Grievance Committee' to 'Stakeholders Relationship Committee' to comply with the requirements of Section 178 of the Companies Act, 2013.

Stakeholders' Relationship Committee consists of Shri Ajay R. Gandhi, Independent, Non-Executive Director as Chairman of the Stakeholders' Relationship Committee, Shri Subhash J. Shah, Executive Director and Shri Shailesh J. Shah, Managing Director as members of the committee. At present, Ms. Apexa Panchal is the Company Secretary and Compliance Officer of the Company.

During the year, the Stakeholders' Relationship Committee (formerly known as Shareholders'/Investors' Grievance committee) met as and when required and all the members attended the meetings. The said committee looks into the redressal of Grievances of security holders, if any, like Transfer / Transmission / Demat of Shares, Non-receipt of Annual Report, Non-receipt of Declared Dividends, Loss of Share Certificates etc.

During the year, Nil complaints were received from the security holders as per the certificate of RTA. The Company had no transfers pending at the close of the financial year.

6. Management Committee

Management Committee comprises of 4 Members namely (1) Shri Shailesh J. Shah, Managing Director (2) Shri Bhupendra J. Shah, Chairman (Whole Time Director), (3) Shri Bharat J. Shah, (CFO & Whole time Director) and (4) Shri Jaykumar J. Shah, Vice-chairman (Whole Time Director). The Committee looks after businesses which are administrative in nature and within the overall Board approved directions and framework. The Company Secretary acts as the Secretary to the Committee.

7. Disclosures

- a) The Company has no materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, the Directors, the management or their relatives etc. that may have potential conflict with the interests of the Company at large.

Details of related party transactions are elaborated in Note No. 28 to the financial statements. The Company has formulated a policy on materiality of Related party Transactions and also on dealing with Related party transactions and during the year, there were no material transactions with related parties. The policy is also available on the website of the Company. (www.hipolin.com)

- b) There were no instances of non-compliance by the Company or Penalties imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years.
- c) The Company has put in place the Whistle Blower Policy and the same is available on the website of the Company. Under the said policy, the employees are encouraged to report genuine concerns about suspected misconduct without fear of punishment or unfair treatment. During the year under review, no employee was denied the access to the Audit Committee and / or its Chairman.
- d) The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement.

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8. Code of Conduct

The Company's code of conduct has been complied with by all the members of the Board and select employees of the Company. The Company has in place a prevention of Insider Trading Code based on SEBI (Insider Trading) Regulation, 1992. This code is applicable to all Directors and designated employees. The code ensures prevention of dealing in shares by the persons having access to the unpublished price sensitive information.

9. Means of Communication

During the year, quarterly Unaudited financial results and Audited annual financial results of the Company were submitted to the stock exchange soon after its approval by the Board of Directors at their Meeting and were also published in English and vernacular newspapers. Annual financial performance of the Company is also posted on the Company's website i.e. www.hipolin.com.

The report on Management Discussion and Analysis is annexed and forms part of the annual report.

10. Details of General Meetings

Location, date and time of General Meetings held during the last 3 years:

Meeting	Year	Venue of General Meeting	Date & Time	No. of Special Resolutions
19 th AGM	2011-2012	A/1/1, Nilkanth Ind. Estate, Sanand Viramgam Highway, Nr. Iyava Bus Stand, Via Virochannagar, (P.O.) Ta. : Sanand, Dist. :Ahmedabad-382170.	September 29, 2012 at 2.00 p.m.	Seven
20 th AGM	2012-2013	A/1/1, Nilkanth Ind. Estate, Sanand Viramgam Highway, Nr. Iyava Bus Stand, Via Virochannagar, (P.O.) Ta. : Sanand, Dist. :Ahmedabad-382170.	September 30, 2013 at 2.00 p.m.	Nil
21 st AGM	2013-2014	A/1/1, Nilkanth Ind. Estate, Sanand Viramgam Highway, Nr. Iyava Bus Stand, Via Virochannagar, (P.O.) Ta. : Sanand, Dist. :Ahmedabad-382170.	September 30, 2014 at 2.00 p.m.	Four

General Shareholder Information

Day, Date, time and venue of 22nd Annual General Meeting:

Wednesday, 30th September, 2015 at 2.00 p.m. at registered office : A/1/1, Nilkanth Ind. Estate, sanand Viramgam Highway, Nr. Iyava Bus Stand, Via Virochannagar, (P.O.) Ta. : Sanand, Dist. :Ahmedabad-382170.

Book Closure Date:

From Saturday, September 26, 2015 to Wednesday, September 30, 2015 (both days inclusive)

HIPOLIN LIMITED

Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30, 2015	Second week of August, 2015
Financial reporting for the quarter/half year ending September 30, 2015	Second week of November, 2015
Financial reporting for the quarter ending December 31, 2015	Second week of February, 2016
Financial reporting for the year ending March 31, 2016	Fourth week of May, 2016
Annual General Meeting for the year ending March 31, 2016	September, 2016

High/Low of monthly Market Price of Company's Equity Shares traded on the Mumbai Stock Exchange during the financial year 2014-15 is furnished below:

Month	High (Rs.)	Low (Rs.)	Volume (Nos.)
April, 2014	42.70	31.50	57410
May, 2014	37.00	30.90	48226
June, 2014	39.45	32.65	27733
July, 2014	38.65	28.35	27555
August, 2014	37.35	29.35	21513
September, 2014	53.50	31.50	73333
October, 2014	50.00	40.50	9004
November, 2014	58.00	41.50	31751
December, 2014	55.00	40.00	10353
January, 2015	54.00	42.10	8423
February, 2015	43.00	35.80	13813
March, 2015	41.45	29.00	48089

The yearend price of the equity share of the Company at Stock Exchange, Mumbai was Rs. 36.85.

Share Price Performance in comparison to broad based indices such as BSE Sensex as on March 31, 2015:

	BSE (% Change)	
	Hipolin Limited	Sensex
F.Y. 2014-15	7.43%	24.89%

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Share Transfer System

Transfer of shares held in physical mode is processed by M/s. Sharepro Services (India) Pvt. Limited having registered office situated at 13AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka Mumbai – 400 072, Share Transfer Agent and approved by the Stakeholders' Relationship Committee. Valid Share transfers in physical form and complete in all respects were approved, registered and dispatched within stipulated period.

Reconciliation of Share Capital Audit & Certificate pursuant to Clause 47 (c) of the Listing Agreement:

A Practicing Company Secretary carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates, on half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company.

Dematerialization of Shares and Liquidity:

As on March 31, 2015, 93.01 %shares of the Company were held in dematerialized form and the rest in physical form. The shares are traded on Bombay Stock Exchange.

Distribution of Shareholding as on March 31, 2015.

Category (shares)	No. of Share holders	Percentage	No. of Shares	Percentage
1-500	2695	89.44	345651	11.04
501-1000	199	6.60	149678	4.78
1001-2000	54	1.79	80664	2.57
2001-3000	17	0.56	43745	1.40
3001-4000	5	0.17	16938	0.54
4001-5000	8	0.27	36097	1.15
5001-10000	8	0.27	55349	1.77
10001 -20000	6	0.20	84845	2.71
Above 20000	21	0.70	2318333	74.04
Total	3013	100	3131300	100

HIPOLIN LIMITED

Categories of Shareholders, Category-wise Shareholding as on March 31, 2015

Category	No. of Shares held	% to Total Shares
Individual	744049	23.76
Promoters		
-Indian Promoters	23,07,089	73.68
-Foreign Promoter	-	-
Other Corporate Bodies	75,243	2.40
Financial Institutions / Mutual Funds / Banks	Nil	Nil
Director & their relatives	3700	0.12
Foreign Institutional Investors / Overseas Corporate Bodies	Nil	Nil
Non-Resident Indians	1,219	0.04
TOTAL	3131300	100%

Listing on Stock Exchange at:

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

Listing fees for the year 2015-16 have been paid to the Stock Exchange.

Stock Codes	Bombay Stock Exchange: 530853 Demat ISIN No. in NSDL & CDSL for Equity Shares: INE963A01011
Registered Office & Factory	A/1/1, Nilkanth Ind. Estate, Sanand Viramgam Highway, Nr. Iyava Bus Stand, Via Virochannagar, (P.O.) Ta. : Sanand, Dist.:Ahmedabad-382170.
Corporate Office	45, Madhuban, 4 th Floor, Nr. Madalpur Garnala, Ellisbridge, Ahmedabad – 380006. Tele No. (079) 26447730-31-48/ 29701675
Contact Person	Ms. Apexa Panchal Company Secretary
E-mail	hipolin@hipolin.com csapexapanchal@gmail.com
Unclaimed Dividends	Rs. 1,28,422/- for the financial year 2008-09 Rs. 1,30,654/- for the financial year 2009-10
Registrar & Transfer Agent	Sharepro Services (India) Pvt. Ltd. 13AB, Samhita Warehousing Complex 2nd Floor, Sakinaka, Telephone Exchange Lane, Andheri (East), Mumbai-400 072

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CEO AND CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2015.

Date : May 28, 2015

Place : Ahmedabad

For Hipolin Limited,

Shailesh J. Shah

Managing Director

HIPOLIN LIMITED

CEO / CFO CERTIFICATION UNDER CLAUSE 49 (IX) OF LISTING AGREEMENT

To,

The Board of Directors,

Hipolin Limited

- 1) We have reviewed financial statements and the cash flow statement of Hipolin Limited for the year ended March 31, 2015 and hereby certify that to the best of our knowledge and belief :
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) During the year, there are, to the best of our knowledge and belief, no transactions entered into by the Company which are fraudulent, illegal or violative of the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- 4) We have indicated to the Auditors and the Audit Committee :
 - i) that there are no significant changes in internal control over financial reporting during the year;
 - ii) that there are no significant changes in accounting policies during the year and
 - iii) that there are no instances of significant fraud of which we have become aware.

Date : May 28, 2015

Place : Ahmedabad

(Bharat J. Shah)

Chief Financial Officer
& Whole-time Director

(Shailesh J. Shah)

Managing Director

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Auditor's Certificate on Corporate Governance

To The Members of

Hipolin Limited

We have examined the compliance of the conditions of Corporate Governance by **Hipolin Limited** for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the concerned Stock Exchange in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the condition of Corporate Governance. It is neither an audit nor an expression on financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : May 28, 2015

Place : Ahmedabad

For Harish S. Patel & Co.

Chartered Accountants

(Firm Reg. No.103551W)

Harish S. Patel

Proprietor

Membership No. No.:8497

HIPOLIN LIMITED

Independent Auditor's Report

To the Members of

Hipolin Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Hipolin Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the companies Act 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India including Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date, and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), as amended, issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015, from being appointed as a Director in terms of section 164 (2) of the Act; and.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the financial statement;
 - II The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - III There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended on 31st March 2015.

Date : May 28, 2015
Place : Ahmedabad

For Harish S. Patel & Co.
Chartered Accountants
(Firm Reg. No.103551W)

Harish S. Patel
Proprietor
Membership No. No.:8497

HIPOLIN LIMITED

Annexure to Independent Auditors' Report

Annexure referred to in our Independent Auditors' Report to the members of Hipolin Limited (the company) on the financial statements for the year ended 31st March, 2015. We report that:

1. In respect of its Fixed Assets:
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification;
2. In respect of inventories:
 - a. Physical verification of inventory has been conducted at reasonable intervals by the management;
 - b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business;
 - c. The company is maintaining proper records of inventory. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. The company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory, fixed assets and for the sale of goods. During the course of audit, we have not observed any major weaknesses in internal control system.
5. The company has not accepted any deposit from the public.
6. We have broadly reviewed the books of account maintained by the company in respect of products where, pursuant to the Rules made by the Central Government of India, maintenance of cost records has been prescribed under sub-section (1) of section 148 of the Companies Act 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
7. According to the information and explanations given to us in respect of statutory and other dues:
 - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

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According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us, there are no material dues of provident fund, employees state insurance, sales tax, wealth tax, service tax, duty of customs, value added tax, cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, have not been deposited by the Company on account of disputes;

Sr. No.	Name of the Statute	Nature of Dues	Period to which amount relates (F.Y.)	Forum where dispute is pending	Amount (in Rs.)
1	Income Tax Act, 1961	Income Tax and interest	2011-12	Commissioner of Income Tax (Appeal)	42,69,220
				Total	42,69,220

- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended on 31st March 2015.
- 8 The Company has incurred loss of Rs.34,16,078 during the financial year 2014-15.
- 9 The company has not defaulted in the repayment of term loan from bank. The company did not have any outstanding dues to financial institution or debenture holders during the year.
- 10 In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 11 According to the information and explanations given to us, term loans availed by the Company were, prima facie, applied by the company for the purpose for which they were raised.
- 12 According to the information and explanations given to us, during financial year no fraud on or by the company has been noticed or reported during the course of our audit.

Date : May 28, 2015

Place : Ahmedabad

For Harish S. Patel & Co.

Chartered Accountants

(Firm Reg. No.103551W)

Harish S. Patel

Proprietor

Membership No. No.:8497

HIPOLIN LIMITED

BALANCE SHEET AS AT 31/03/2015

PARTICULARS	Note No.	As at 31/03/2015 Amt. (Rs.)	As at 31/03/2014 Amt. (Rs.)
I. EQUITIES AND LIABILITIES :			
(1) Shareholders' Funds			
(a) Share Capital	1	31313000	31313000
(b) Reserve and Surplus	2	56681956	60098034
		87994956	91411034
(2) Non-Current liabilities			
(a) Long Term Borrowings	3	6770690	3272840
(b) Deferred tax liability (Net)		2031348	3224774
		8802038	6497614
(3) Current Liabilities			
(a) Trade Payables	4	7390594	7601760
(b) Short Term Borrowings	5	14617880	37292469
(c) Advances From Customers	6	1407389	2134977
(d) Other Current Liabilities	7	2088181	1973838
(e) Short Term Provisions	8	----	50000
		25504044	49053044
TOTAL		<u>122301038</u>	<u>146961692</u>
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets			
Tangible Fixed Assets	9	26349622	25267787
(b) Non Current Investments	10	5953810	7000531
(2) Current Assets			
(a) Trade Receivables	11	42785348	62017736
(b) Inventories	12	11782745	14476436
(c) Cash And Cash Equivalents			
Cash In Hand	13	649189	700053
Bank Balance	14	10176902	15644704
(d) Short Term Loans And Advances	15	24603422	21854445
TOTAL		<u>122301038</u>	<u>146961692</u>

As per our separate report of even date
For, M/s. HARISH S. PATEL & CO.
Chartered Accountants
[Firm Reg. No. 103551W]

(HARISH S. PATEL)
Proprietor
Membership No. 8497
Place : Ahmedabad
Date : May 28, 2015

For and behalf of the Board

Bhupendra J. Shah
Chairman

Shailesh J. Shah
Managing Director

Bharat J. Shah
Chief Financial Officer & Whole time Director

Apexa Panchal
Company Secretary
Place : Ahmedabad
Date : May 28, 2015

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Statement of Profit & Loss For the Year ended on 31st March 2015

PARTICULARS	Note No.	For the Year ended on 31/03/2015 Amt. (Rs.)	For the Year ended on 31/03/2014 Amt. (Rs.)
A. REVENUE :			
Revenue From Operations	16	206907406	286201772
Other Income	17	3507013	6441051
TOTAL REVENUE		<u>210414419</u>	<u>292642822</u>
B. EXPENSES			
Cost Of Material Consumed	18	30715189	28908440
Purchase Of Stock In Trade	19	125918581	184451542
Change In Inventories	20	(128375)	4210662
Employee Benefit Expenses	21	17939586	19564963
Finance Cost	22	2952965	4656918
Depreciation And Amortisation Exp.	23	3804485	2904739
Other Expenses	24	33371492	50194685
TOTAL EXPENSES		<u>214573923</u>	<u>294891950</u>
Profit / (Loss) Before Exceptional And Extraordinary Item And Tax		(4159504)	(2249128)
Less : Exceptional Items		450000	—
Profit / (Loss) Before Extraordinary Items And Tax		(4609504)	(2249128)
Less : Extraordinary Items		—	—
Profit / (Loss) Before Tax		(4609504)	(2249128)
Tax Expenses			
Current year Tax		—	—
Deferred Tax		1193426	(343818)
Profit / (Loss) For After Tax		<u>(3416078)</u>	<u>(2592946)</u>
Profit / (Loss) For The Year		<u>(3416078)</u>	<u>(2592946)</u>
Earnings Per Equity Shares- Nominal Value		10.00	10.00
Earnings Per Equity Share			
(a) Basic		(1.09)	0.73
(b) Diluted		(1.09)	0.73
Notes forming parts to Accounts	25 to 37		

As per our separate report of even date

For, M/s. HARISH S. PATEL & CO.

Chartered Accountants
[Firm Reg. No. 103551W]

(HARISH S. PATEL)

Proprietor
Membership No. 8497
Place : Ahmedabad
Date : May 28, 2015

For and behalf of the Board

Bhupendra J. Shah
Chairman

Shailesh J. Shah
Managing Director

Bharat J. Shah

Chief Financial Officer & Whole time Director

Apexa Panchal

Company Secretary
Place : Ahmedabad
Date : May 28, 2015

HIPOLIN LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH,2015 (PURSUANT TO THE LISTING AGREEMENT WITH STOCK EXCHANGE)

		(Rs.in Lacs)	
	PARTICULARS	2014-15	2013-14
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit/(Loss) Before Tax & Extra-ordinary Items	(46.09)	(22.49)
	ADJUSTMENT FOR :		
	Depreciation	38.04	29.05
	Miscellaneous expenditure written off -Net	(4.50)	-
	Interest & Dividend received -Net	5.82	7.77
	Profit / (Loss) on sale of Shares	1.06	(1.08)
	Profit/(Loss) on sale of fixed assets	(0.13)	(0.18)
	Operating Profit Before Working Capital Charges	(5.80)	13.07
	ADJUSTMENT FOR :		
	Direct taxes paid	0.00	0.00
	Trade & other receivables	192.32	(8.72)
	Inventories	26.94	29.80
	Trade payables	8.74	44.68
	CASH GENERATED FROM OPERATIONS	222.20	78.83
	NET CASH FROM OPERATING ACTIVITIES	222.20	78.83
(B)	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Fixed assets	(73.34)	(40.68)
	Sale of Fixed assets	21.19	11.44
	Sale/(Purchase) of Investments	10.46	1.89
	Interest & Dividend received -Net	(5.82)	(7.77)
	Loans and Advances	(26.18)	(46.55)
	Deferred Revenue Expenses	(11.93)	3.43
	NET CASH USED IN INVESTING ACTIVITIES	(85.62)	(78.24)
(C)	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Share Capital including		
	Share Premium amount	0.00	0.00
	Public Issue Expenses	0.00	0.00
	Proceeds from Short-term Borrowings	(226.74)	(173.85)
	Repayment of Borrowings	34.97	19.58
	Dividend paid	0.00	0.00
	Net Cash Use In Financing Activities	(191.77)	(154.27)
	Net Increase/Decrease in Cash & Cash Equivalents (A+B+C)	(55.19)	(153.68)
	Cash & Cash Equivalents As At 01-04-2014 (Opening Bal.)	163.45	317.13
	Cash & Cash Equivalents As At 31-03-2015 (Closing Bal.)	108.26	163.45
		55.19	153.68

As per our separate report of even date
For, M/s. HARISH S. PATEL & CO.
Chartered Accountants
[Firm Reg. No. 103551W]

(HARISH S. PATEL)
Proprietor
Membership No. 8497
Place : Ahmedabad
Date : May 28, 2015

For and behalf of the Board

Bhupendra J. Shah
Chairman

Shailesh J. Shah
Managing Director

Bharat J. Shah
Chief Financial Officer & Whole time Director

Apexa Panchal
Company Secretary
Place : Ahmedabad
Date : May 28, 2015

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A: NOTES FORMING PART OF THE ACCOUNTS :

1. Corporate Information:

Hipolin Limited ("The Company") was incorporated in March 31, 1994 under the provision of the Companies Act, 1956. The Company is engaged in manufacturing of Detergent Powder & Cake and alike products. The manufacturing facility for the same is set up at A/1/1, Nilkanth Ind. Estate, Nr, Iyava Bus Stand, Ta. : Sanand, Dist.: Ahmedabad, Gujarat. The equity shares of the Company are listed on Bombay Stock Exchange Ltd.

2. Summary of Significant Accounting Policies :

2.1 Accounting Convention

The financial statements have been prepared to comply in all material respects with the Notified Accounting Standards by the Companies Accounting Standard Rules, 2006 and the relevant provisions of the Companies Act, 2013. The Accounts have been prepared following the mercantile system of accounting and accordingly revenues / income and costs / expenditure are generally accounted on accrual basis, as they are earned or incurred.

2.2 Use of Estimates:

The presentation of financial statements requires certain estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

2.3 Fixed Assets:

Fixed assets are stated at cost (including all direct cost and other incidental expenses incurred in connection with acquisition of assets apportioned thereto and is net of input tax credit availed) less accumulated depreciation and impairment losses, if any.

2.4 Depreciation:

Depreciation on different fixed assets have been provided based on useful lives of respective assets as provided in Part-C of Schedule II of the Companies Act, 2013. Depreciation on Plant & Machinery have been provided considering their useful life as 15 years as applicable to other than Continuous Process Plant.

2.5 Inventories:

Inventories are valued at lower of cost or net realizable value. Cost is arrived at as under :

RAW MATERIALS	: FIFO
PACKING MATERIALS	: FIFO
STOCK IN PROGRESS	: Absorption Cost Basis
STOCK IN GOODS	: Absorption Cost Basis

HIPOLIN LIMITED

2.6 Revenue Recognition:

- i. Sales are recognized on dispatch of products to the customer. Sales are inclusive of Cenvat Duty
- ii. Interest is accounted for on a time proportion basis taking into account the amount outstanding and the rate applicable.

2.7 Transaction of Foreign Currency Items:

Transactions in Foreign Currencies are recorded at the original rate of exchange in force on the date of the transactions. Monetary items denominated in foreign currency at the year end are restated at year end rates.

2.8 Prior Period Expenses / Income:

Material items of prior period expenses / income are disclosed separately.

2.9 Employees Benefit:

Retirement benefits in the form of Provident Fund, Family Pension Fund and Superannuation Schemes, which are defined contribution schemes, are charged to the profit and loss account of the period in which the contributions to the respective funds accrue. The Company has created Employees Group gratuity fund which has taken a Group Gratuity insurance Policy from Life Insurance Corporation of India (LIC). Premium on the above policy as intimated by LIC is charged to the profit and loss account. The adequacy of balances available is compared with actuarial valuation obtained at the period end and shortfall, if any, is provided for the profit and loss account. Actuarial gains and losses are immediately recognized in the profit and loss account and are not deferred.

2.10 Cenvat Credit:

Cenvat Credit is accounted for on accrual basis on purchase of material.

2.11 Tax on Income :

Current Tax is determined on the basis of the amount of tax payable in respect of taxable income for the year.

Deferred tax is calculated at current statutory income tax rate and is recognized on timing differences; being the difference between taxable income and accounting income that originate in the one period and are capable of reversal in one or more subsequent periods. Deferred tax assets subject to the consideration of prudence, are recognized and carried forward only to extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax liability can be realized.

2.12 Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

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2.13 Impairment :

The carrying amounts of fixed assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal/external factors. An impairment loss will be recognized wherever the carrying amount of fixed assets exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use the estimated future cash flows are discounted to the present value at the weighted average cost of capital.

2.14 Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit /loss for the year attributable to equity share holders by the weighted average number of the equity shares during the year. The number of shares used in calculating earnings per share is the weighted average number of equity shares outstanding during the year.

HIPOLIN LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	AS AT 31/03/2015 Amt. Rs.	AS AT 31/03/2014 Amt. Rs.

NOTE 01 : SHARE CAPITAL

AUTHORISED SHARE CAPITAL

5000000 (Previous year 5000000) Equity Shares of Rs. 10 Each	50000000	50000000
	<u>50000000</u>	<u>50000000</u>

Issued Subscribed & Paid up Share Capital

3131300 (Previous year 3131300) Equity Shares of Rs.10 Each Fully Paid up	31313000	31313000
	<u>31313000</u>	<u>31313000</u>

NOTES :

During the period of five financial years immediately preceeding the Balance Sheet date, the company has not:

- allotted any fully paid-up equity shares by way of bonus shares;
- allotted any equity shares pursuant to any contract without payment being received in cash;
- brought back any equity shares

RECONCILIATION OF NUMBER OF SHARES

PARTICULARS	Number of equity Shares	
	31/03/2015	31/03/2014
At the beginning of the year	3131300	3131300
Add : Issued during the year	0	0
Outstanding at the end of the year	<u>3131300</u>	<u>3131300</u>

Rights, Preferences and Restrictions

The authorised share capital of the Company has only one class of shares referred to as 'equity shares' having a par value of Rs.10/- each.

The rights and privileges to equity shareholders are general in nature and defined under the Articles of Association.

The equity shareholders shall have:

- One vote and poll when present in person (including a body corporate by duly authorised representative) or by an agent duly authorised under a power of attorney or by a proxy his voting right shall be in proportion to his share to the paid equity share capital of the company. However, no member shall exercise any voting rights in respect of any share registered in his name on which any class or other sums presently Payable by him have not been paid or in regard to which the company has exercised any right of lien.
- subject to the rights of person if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amount paid or credited as paid to the shares in respect where of the dividend is payable.

List of Shareholders Holding More Than 5% of Equity Shares

Name of Holders	As At 31.03.2015 No. of Shares	As At 31.03.2015 %	As At 31.03.2014 No. of Shares	As At 31.03.2014 %
a.) Shailesh J. Shah	318395	10.17	316000	10.09
b.) Jyotiben J. Shah	278950	8.91	276650	8.83
c.) Rumit B. Shah	262095	8.37	261800	8.36
d.) Vivek S. Shah	165300	5.28	159800	5.10
e.) Bhupendra J. Shah	157846	5.04	157846	5.04

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NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	AS AT 31/03/2015 Amt. Rs.	AS AT 31/03/2014 Amt. Rs.
NOTE 02 : RESERVES & SURPLUS		
CAPITAL RESERVE : (A)	85341	85341
SECURITIES PREMIUM : (B)	57428000	57428000
GENERAL RESERVE : (C)	5585669	5585669
SURPLUS : (D)		
Opening Balance P/L Account	(3000976)	(408030)
Add : Current Year Profit / Loss of the year	(3416078)	(259246)
Net Loss in the Statement of Profit & Loss (D)	(6417054)	(3000976)
Grand Total (A+B+C+D)	56681956	60098034
NOTE 03 : LONG TERM BORROWINGS:		
LOANS - Against hypothecation of vehicles	6770690	3272840
The Vehicle loans from banks are secured by hypothecation of respective Vehicles and personal guarantee of a Director.		
CURRENT LIABILITIES		
NOTE 04 : TRADE PAYABLES	7390594	7601760
NOTE 05 : SHORT TERM BORROWINGS : (SECURED)		
Working Capital Loans (HDFC Bank & Yes Bank)	14281055	35612267
Overdraft against Fixed Deposit (Bank of India)	336825	1680202
Short-term borrowings as mentioned above is secured by hypothecation of Book Debts, Stocks & Factory Land & Building, Plant & Machinery and also Office Building.		
	14617880	37292469
NOTE 06 : ADVANCES FROM CUSTOMERS	1407389	2134977
NOTE 07 : OTHER CURRENT LIABILITIES		
TDS	590886	292152
Other Liabilities	1497295	1681686
	2088181	1973838
NOTE 08 : SHORT TERM PROVISIONS		
Provision For Income Tax (Net of advance Tax)	—	50,000
TOTAL CURRENT LIABILITIES	25504044	49053044

HIPOLIN LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE : 09 TANGIBLE FIXED ASSETS

Description of Assets	GROSS BLOCK				DEPRICIATION				NET BLOCK	
	As at 01/04/2014 Rs.	Additions Rs.	Deductions/ Adjustment Rs.	As at 31/03/2015	As at 01/04/2014	Provided for the Year	Deductions/ Adjustment	As on 31/03/2015	As on 31/03/2015	As on 31/03/2014
Freehold Land	5,855,860	-	-	5,855,860	-	-	-	-	5,855,860	5,855,860
Factory Buildings	14,651,381	-	-	14,651,381	11,016,209	866,051	-	11,882,260	2,769,121	3,635,172
Office Building	2,902,889	-	-	2,902,889	726,753	45,865	-	772,618	2,130,271	2,176,136
Plant & Machinery	16,196,779	405,740	536,911	16,065,608	12,439,099	981,507	524,881	12,895,723	3,169,885	3,757,680
Furniture, Fixtures	2,143,915	-	118,414	2,025,501	1,168,895	192,422	118,413	1,242,904	782,597	975,020
Vehicles	13,764,728	6,928,695	5,687,336	15,006,087	4,896,809	1,718,640	3,251,250	3,364,199	11,641,888	8,867,919
TOTAL	55,515,552	7,334,435	6,342,661	56,507,326	30,247,765	3,804,485	3,894,544	30,157,704	26,349,622	25,267,787
PREVIOUS YEAR	53,925,070	4,068,895	2,478,413	55,515,552	28,658,336	2,904,736	1,315,307	30,247,765	25,267,787	

NOTE 10 : NON CURRENT INVESTMENTS

QUOTED - shares	5497010	6543731
(market value of all shares in aggregation is Rs. 2790972/-)		
UNQUOTED - AMCO Bank Ltd. Share	21750	21750
- K.C.C.B. Bank Share A/c	435050	435050
Total Unquoted	456800	456800
Total Investment	5953810	7000531

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NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	AS AT 31/03/2015 Amt. Rs.	AS AT 31/03/2014 Amt. Rs.
<u>CURRENT ASSETS</u>		
NOTE 11 : TRADE RECEIVABLES		
Sundry Debtors - Outstanding For Period Exceeding 6 Months	18966706	6374799
Others	23818642	55642937
	<u>42785348</u>	<u>62017736</u>
The amount due by :		
Directors	Nil	Nil
Firm or private companies in which any director is partner or director or a member	Nil	Nil
NOTE 12 : INVENTORIES		
(As taken, valued and certified by the Management)		
Finished Goods	6287844	6159469
Packing Material	3363816	3729411
Raw Material	2131085	4587556
	<u>11782745</u>	<u>14476436</u>
<u>CASH AND BANK BALANCES</u>		
NOTE 13 : CASH ON HAND	<u>649189</u>	<u>700053</u>
NOTE 14 : BANK BALANCES		
Balances with Schd. Banks in Current Account	5947953	10045723
Fixed Deposits:		
Bank of India	1000000	2650000
K.C.C.B Bank LTD.	500000	500000
K.C.C.B Bank LTD. - Kamdhenu	1000	1000
YES Bank LTD.	2727949	1000
	<u>10176902</u>	<u>15644704</u>
NOTE 15 : SHORT TERM LOANS AND ADVANCES		
(Loans And Advances Given To Related Party)	Nil	Nil
(Unsecured & Considered Good)		
Advance Recoverable	6182547	11450282
Loans To Staff	1065039	1386120
Deposits	215767	396507
The amount due by :		
Directors	Nil	Nil
Firm or private companies in which any director is partner or director or a member	Nil	Nil
Other Current Assets	17140069	8621536
	<u>24603422</u>	<u>21854445</u>
TOTAL CURRENT ASSETS	<u>89997606</u>	<u>114693373</u>

HIPOLIN LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	For the Year ended on 31/03/2015 Amt. Rs.	For the Year ended on 31/03/2014 Amt. Rs.
NOTE 16 : REVENUE FROM OPERATIONS		
Manufactured Goods - Domestic	30861873	38680102
- Exports through Merchant	4664551	2286683
Traded Goods	171380982	245234987
TOTAL	206907406	286201772
NOTE 17 : OTHER INCOME		
Profit on Sale of Assets	239321	111669
Profit on sale of shares	106095	-
Cylinder Engraving Charges	-	28600
Group Gratuity Insurance	-	169864
Refunds : Income Tax	-	712509
Dividend income: Share	101513	108643
Cash Discount Income	-	134970
Rate Difference A/c.	208859	110450
Round Off	59	285
Special Qty Discount	2034313	4394809
Trade Discount	300000	-
Interest on I.T. Refund	2675	8330
F. D. Interest	481203	660921
Packing Exps.	-	-
Commission, Brokerage	32975	-
Damage goods	-	-
Total Other Income	3507013	6441051
NOTE 18 : COST OF MATERIAL CONSUMED		
RAW MATERIAL		
Opening	4587556	5846261
Add : Purchase	24590886	26175797
Less : Closing Stock	(2131085)	(4587556)
Total Raw Material (A)	27047357	27434502
PACKING MATERIAL		
Opening	3729411	1240435
Add : Purchase	3302237	3962914
Less : Closing Stock	(3363816)	(3729411)
Total Packing Material (B)	3667832	1473938
TOTAL (A + B)	30715189	28908440

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NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	For the Year ended on 31/03/2015 Amt. Rs.	For the Year ended on 31/03/2014 Amt. Rs.
NOTE 19 : FINISHED GOODS PURCHASE		
FINISHED GOODS PURCHASE	<u>125918581</u>	<u>184451542</u>
NOTE 20 : CHANGES IN INVENTORIES		
FINISHED GOODS		
Closing Stock	6287844	6159469
Less - Opening Stock	<u>6159469</u>	<u>10370132</u>
TOTAL	<u>(128375)</u>	<u>4210662</u>
NOTE 21 : EMPLOYEE BENEFIT EXPENSES		
Salary, Wages & Bonus	16938670	18695917
Contribution to Provident Fund & Other Funds	768500	699090
Staff welfare Expenses	<u>232416</u>	<u>169954</u>
TOTAL	<u>17939586</u>	<u>19564963</u>
NOTE 22 : FINANCE COST		
Interest Expenses	<u>2952965</u>	<u>4656918</u>
NOTE 23 : DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation	<u>3804485</u>	<u>2904739</u>

HIPOLIN LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	For the Year ended on 31/03/2015 Amt. Rs.	For the Year ended on 31/03/2014 Amt. Rs.
NOTE 24 : OTHER EXPENSES		
ADMINISTRATIVE AND OPERATIONAL EXPENSES :		
Legal And Consultancy Fees	1243051	1089502
Repairing And Maintenance	379296	454365
Travelling And Conveyance Expenses	2748278	1599079
Office And Other Miscellaneous Expenses	2271188	2797353
Donation	35000	7600
Advertisement And Sales Expenses	19317477	36168535
Commission And Brokerage	179431	758088
Central And Sales Taxes	289433	386847
Pump Repairing Exp.	4450	4270
Directors' Sitting Fees	36000	43500
MANUFACTURING EXPENSE:		
Central Excise	2508389	3106343
Part II Excise	—	—
Electricity Expenses And Light Expenses	1082913	1028369
RENT, RATES & TAXES		
Cylinder Engraving Charges	—	—
Godown Rent	53496	60000
Daily Wages	326321	—
Municipal Taxes	81689	83145
Office Rent	240000	260000
RTO/Vehicle expense	31249	2500
INSURANCE PREMIUM:		
Machinery Repairing Exp.	186125	573517
	26098	120215
CARRIAGE INWARD AND PACKING EXPENSES:		
Octroi Exp.	269903	730712
Packing Exp.	—	22034
Carriage Inwards	1189631	—
STORE USE EXPENSES:	112865	130256
LABORATORIES AND LABOUR EXP.		
Laboratories Exp.	4878	1729
Labour Charges	754331	766725
TOTAL	33371492	50194685

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NOTES FORMING PART OF FINANCIAL STATEMENTS

B NOTES ON ACCOUNTS :

25 : Previous year's figures have been regrouped, reworked, rearranged and reclassified whenever necessary.

26 : EMPLOYEE BENEFITS

PARTICULARS	Amount in lacs	
	GRATUTITY	
	2014-15	2013-14
Changes in the present value of obligation		
Present value of Obligation (opening)	13.01	12.98
Interest Cost	1.04	
Past service cost		
Current service cost	1.32	1.41
Curtailment Cost/ (Gain)		
Settlement Cost/ (Gain)		
Benefits paid	-3.88	-1.08
Actuarial (Gain)/ Loss	1.46	1.12
Excess provision written back		
Present value of Obligation (Closing)	12.95	14.43
	12.95	14.43
Changes in the fair value of plan asstes		
Present value of plan assets (opening)	14.05	15.32
Expected return on plan assets	1.18	1.42
Actuarial (Gain)/ Loss		-0.04
Recoverable from trust		
Employer's Contributions (Net)	1.32	0.86
Employee's Contributions		
Benefits paid	-3.88	-2.93
Fair value of Plan assets(Closing)	12.67	14.63
Percentage of each category of plan assets to total fair value of plan assets at the year end		
Bank Deposits (Special Deposits Scheme, 1975)		
Debt instruments Administered by Life Insurance Corporation of India	100%	100%
Amount recognised in the Balance Sheet		
Present value of Obligation as at the year end	12.95	14.43
Fair value of Plan assets as at the year end	12.67	14.63
(Asset)/Liability recognised in the Balance Sheet		
Expenses recognised in the Profit & Loss Account		
Current service cost	1.32	1.41
Past service cost		
Interest Cost	1.04	1.13
Expected return on plan assets	-1.18	-1.42
Curtailment Cost/ (Gain)		
Settlement Cost/ (Gain)		
Net Actuarial (Gain)/ Loss	1.46	1.12
Employee's Contributions		
Total expenses recognised in the Profit & Loss Account	2.64	2.24
Principal actuarial assumption (Rate of Discounting)		
Rate of Discounting	8%	8%
Expected return on plan assets	8.75%	9%
Rate of increase in salaries	8%	8%
Attrition Rate (Employees opting for early retirement)		

Leave Encashment had been paid during current financial year 2014-15 of Rs.6,77,866 as actual.

HIPOLIN LIMITED

27: SEGMENT REPORTING

The Company has only one reportable business segment i.e. Detergent Powder & cake as primary segment.

28: RELATED PARTY TRANSACTION DISCLOSURES

- a) List of related parties with whom transactions have taken place during the year and relationship

SR. No.	Name	
1	Shri Bhupendra J. Shah	Key Managerial Personnel
2	Shri Jaykumar J. Shah	
3	Shri Shailesh J. Shah	
4	Shri Daxesh B. Shah*	
5	Shri Rumit B. Shah*	
6	Shri Vivek S. Shah*	
7	Shri Bharat J. Shah	
8	Shri Subhash J. Shah	
1	Shri Bharat J. Shah**	Relatives of Key Managerial Personnel
2	Shi Subhash J. Shah**	
3	Shri Apurva S. Shah	
4	Shri Daxesh B. Shah	
5	Shri Rumit B. Shah	
6	Shri Vivek S. Shah	

* Shri Daxesh B. Shah, Vivek S. Shah and Shri Rumit B. Shah resigned as Key Managerial Personnel w.e.f. 13.02.2015 but remain as a relative of Key Managerial personnel from the same date of resignation

** Shri Bharat J. Shah and Shri Subhash J. Shah were resigned as relatives of Key Managerial Personnel w.e.f.13.02.2015 but were appointed as Key Managerial Personnel from the same date i.e., 13.02.2015

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b) Transactions with related parties

Managerial Remuneration			Amount in Rs.	
SR. No.	Particulars	Relationship	2014-15	2013-14
1	Shri Bhupendra J. Shah	Key Managerial Personnel	531264	512000
2	Shri Jaykumar J. Shah	Key Managerial Personnel	536764	512000
3	Shri Shailesh J. Shah	Key Managerial Personnel	554688	404890
4	Shri Bharat J. Shah**	Key Managerial Personnel	76995	---
		Relative of Key Managerial Personnel	510969	507647
5	Shri Subhash J. Shah**	Key Managerial Personnel	76995	---
		Relative of Key Managerial Personnel	510969	507647
6	Shri Daxesh B. Shah*	Key Managerial Personnel	578472	552703
		Relative of Key Managerial Personnel	87168	---
7	Shri Rumit B. Shah*	Key Managerial Personnel	578472	552703
		Relative of Key Managerial Personnel	87168	---
8	Shri Vivek S. Shah*	Key Managerial Personnel	578472	552704
		Relative of Key Managerial Personnel	87168	---
9	Shri Apurva J. Shah	Relative of Key Managerial Personnel	637750	525706
TOTAL			5433314	4628000

* Shri Daxesh B. Shah, Vivek S. Shah and Shri Rumit B. Shah resigned as Key Managerial Personnel w.e.f. 13.02.2015 but remain as a relative of Key Managerial personnel from the same date of resignation

** Shri Bharat J. Shah and Shri Subhash J. Shah were resigned as relatives of Key Managerial Personnel w.e.f.13.02.2015 but were appointed as Key Managerial Personnel from the same date i.e., 13.02.2015

29. Contingent Liabilities Not Provided For In Accounts :

	Rs. (In Lacs)	
	2014-15	2013-14
In respect of Bank Guarantee issued		
In favour of Government of India.	169.00	244.00
In respect of disputed Income Tax matters	42.69	-

30. Excise Duty amounting to Rs. 0.20 lacs (Previous Year Rs. 0.83 lacs) on finished goods not cleared is neither provided nor is the same considered for valuation of closing stock. This has no impact on the profit/ loss of the accounting year.

31. a) In the opinion of the Directors, Current assets , Loans and Advances have the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business.
- b) The confirmations of some parties for the amount due to them/ amount due from them as per books of accounts are not received. Necessary adjustments, if any, will be made when the accounts are reconciled/ settled.

HIPOLIN LIMITED

32. Since it is not possible to ascertain with reasonable certainty the quantum of accruals in respect of certain Insurance and other claims, Excise and custom duty Refund, Interest on overdue bills from customers, etc., the same are to be accounted on cash basis.

33. Deferred tax Liability:

Particulars	2014-15	2013-14
Difference between book and tax (Opening)	3224774	2880956
Deferred Tax Liability	(1193426)	343818
Difference between book and tax (Closing)	2031348	3224774

34. Earning Per share(EPS):

The earnings considered in ascertaining the Company's Basic EPS in the attributable net profit /(loss) to the equity shareholders' . The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the period:

35. Payment to Auditors

Particulars	2014-15	2013-14
For Audit Fees(Rs.)	195000	134670

36. All the Raw Materials, Components and other items consumed are indigenous. There is no consumption of imported Raw material, Components and other items.

37. Based on the information available with the company the balance due to Small Enterprise as under Micro, Small and Medium Enterprise Development Act, 2006("MSMED Act") is Rs. 3,25,408/-

SIGNATURES TO NOTES 1 TO 37

As per our report of even date
For Harish S. Patel & Co.
Chartered Accountants
(Firm Reg. No.103551W)

Harish S. Patel
Proprietor
Membership No. No.:8497

Date : May 28, 2015
Place : Ahmedabad.

For and on behalf of the Board

Bhupendra J. Shah
Chairman

Shailesh J. Shah
Managing Director

Bharat J. Shah
Chief Financial Officer

Apexa Panchal
Company Secretary

Date : May 28, 2015
Place : Ahmedabad.

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

MGT-11

HIPOLIN LIMITED

Regd. Office: A/1/1, Nilkanth Ind. Estate, sanand Viramgam Highway, Nr. Iyava Bus Stand,
Via Virochannagar, (P.O.) Ta. : Sanand, Dist.: Ahmedabad-382170.

CIN: L24240GJ1994PLC021719

Name of the member(s) : _____

Registered Address : _____

: _____

E-mail Id : _____

Folio No./*Client Id : _____

*DP Id : _____

I/We being the member(s) of _____ shares of **Hipolin Limited**, hereby appoint:

1) _____ of _____ having email-id _____ or failing him

2) _____ of _____ having email-id _____ or failing him

3) _____ of _____ having email-id _____

and whose signatures(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 at 2:00 p.m. at Registered Office of the Company at A/1/1, Nilkanth Ind. Estate, sanand Viramgam Highway, Nr. Iyava Bus Stand, Via Virochannagar, (P.O.) Ta. : Sanand, Dist.:Ahmedabad-382170 and at any adjournment thereof in respect of such resolutions as are indicated below:

****I wish my above Proxy to vote in the manner as indicated in the box below:**

Resolution No.	For	Against
1. Consider and adopt Audited Financial Statements, for the year ended on 31 st March, 2015		
2. Re-appointment of Shri Shailesh J. Shah (DIN:00777653) who retires by rotation		
3. Re-appointment of Shri Bhupendra J. Shah (DIN:00325446) who retires by rotation		
4. Appointment of M/s. Harish S. Patel & Co., Chartered Accountants (Reg. No. 103551W) as Auditors and fixing their remuneration		
5. Appointment of Shri Ajay R. Gandhi (DIN: 07035675) as an Independent Director		
6. Appointment of Shri Umesh P.Mehta (DIN: 07027282) as an Independent Director		
7. Appointment of Shri Virendra B. Shah (DIN: 02021441) as an Independent Director		
8. Re-appointment of Shri Shailesh J. Shah(DIN: 00777653) as a Managing Director, w.e.f. April 1, 2015		
9. Appointment of Shri Subhash J. Shah (DIN: 02623088) as a Director, w.e.f. 13.02.2015		
10. Appointment of Shri Subhash J. Shah (DIN: 02623088) as a Whole-time Director, w.e.f. 13.02.2015		
11. Appointment of Shri Bharat J. Shah (DIN: 00777734) as a Director, w.e.f. 13.02.2015		
12. Appointment of Shri Bharat J. Shah (DIN: 00777734) as a Whole-time Director, w.e.f. 13.02.2015		

Signed this _____ day of _____ 2015

Signature of shareholder

Signature of first proxy holder _____

Signature of second proxy holder _____

Signature of third proxy holder _____

Affix
Revenue
Stamp
Re.1

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding 50(fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- ****(4) This is only optional. Please put '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- (6) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ATTENDANCE SLIP

HIPOLIN LIMITED

Regd. Office: A/1/1, Nilkanth Ind. Estate, sanand Viramgam Highway, Nr. Iyava Bus Stand,
Via Virochannagar, (P.O.) Ta. : Sanand, Dist.: Ahmedabad-382170.

CIN: L24240GJ1994PLC021719

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id* _____ Folio No. _____

Client Id* _____ No. of Shares _____

I hereby record my presence at the **22nd ANNUAL GENERAL MEETING** of the Company held on Wednesday, September 30, 2015 at 2:00 p.m. at Regd. Office A/1/1, Nilkanth Ind. Estate, sanand Viramgam Highway, Nr. Iyava Bus Stand, Via Virochannagar, (P.O.) Ta. : Sanand, Dist.: Ahmedabad-382170.

Signature of Shareholder/Proxy

* Applicable for investors holding shares in electronic form.

