

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."



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"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."

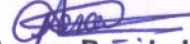
"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution."

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 HJPOLIN LIMITED,**


Apexa Panchal
Company Secretary

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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.



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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.



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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.



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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 Dychem 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.



ANNUAL REPORT 2014-2015

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	<p>Perquisites will be allowed in addition to salary as under :</p> <p>CATEGORY : A</p> <p>(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</p> <p>(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</p> <p>(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</p> <p>CATEGORY : B</p> <p>(i) Provident Fund : The Company shall contribute towards Provident Fund as per the rules of the Company.</p> <p>(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.</p>
3. OTHER TERMS & CONDITIONS	<p>(i) Leave with full pay and allowance shall be allowed as per Company's rules.</p> <p>(ii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.</p> <p>(iii) No sitting fees shall be paid for attending the meetings of the Board of Directors or committee thereof.</p>



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	<p>Perquisites will be allowed in addition to salary as under :</p> <p>CATEGORY : A</p> <p>(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</p> <p>(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</p> <p>(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</p> <p>CATEGORY : B</p> <p>(i) Provident Fund : The Company shall contribute towards Provident Fund as per the rules of the Company.</p> <p>(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.</p>
3. OTHER TERMS & CONDITIONS	<p>(i) Leave with full pay and allowance shall be allowed as per Company's rules.</p> <p>(ii) Reimbursement of entertainment expenses actually and properly incurred in course of business of the Company shall be allowed.</p> <p>(iii) No sitting fees shall be paid for attending the meetings of the Board of Directors or committee thereof.</p>



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.

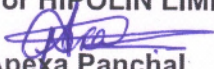
Except Shri Bharat J. Shah himself and Shri Bhupendra J. Shah, Shah, Shri Jaykumar J. Shah, Shri Shailesh J. Shah, and Shri Subhash J. Shah being his relatives, none of the other Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or 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).



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 OVET 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.

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