



Annual Report **2017-18**

Golden Values

“At the core of HMPL is the “spirit of HMPL”. It encapsulates the values, which are the guiding principles for our culture and behavior in HMPL. It binds us together and inspire us to scale greater heights in whatever we do.”

HMPL IDENTIFIES THREE GOLDEN VALUES:

Intensity To Win

Act More Sensible

Unyielding Integrity

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CORPORATE INFORMATION

	Name and Designation of Directors	Category
	Mr. Suhas Joshi- Managing Director	Executive
	Mr. Dineshkumar Agrawal- Director	Executive
	Mr. V. I. Garg – Director*	Non-Executive
	Dr. Munni Jain- Women Director	Independent
	Mr. Paresh Sampat-Non Executive Chairman	Independent
Company Secretary & Compliance Officer	Mr. Dilip Bohra	
Practising Company Secretary	Ms. Namrata Vyas	
Statutory Auditors	M/s. G. R. Modi & Co., Chartered Accountants	
Bankers	Vijaya Bank, Mumbai	
Registrar & Share Transfer Agent	M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai, 400083, Maharashtra Email id: rnt.helpdesk@linkintime.co.in , www.linkintime.co.in	
Registered Office	403, Kane Plaza, Mind Space, Off Link Road, Malad (West), Mumbai-400 064. Tel: 91- 022-28711090, Fax: 91 – 022-40033979 E-mail:info@hazoormultiproject.com, hmpl.india@gmail.com Website: www.hazoormultiproject.com	
Corporate Identification No.:	L99999MH1992PLC269813	

Note:

* Mr. V.I. Garg resigned from the office of Managing Director w.e.f. 11.08.2018 and appointed as Additional Director (Non Executive) w.e.f. 11.08.2018, who will hold office upto ensuing Annual General Meeting to be held on 24.09.2018.

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Shareholders of Hazoor Multi Projects Limited will be held on Monday, 24th September, 2018 at 10:00 a.m. at Landmark Building, Link Road, Mith Chowki, Malad (West), Mumbai – 400 064, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2018 and the Reports of the Board of Directors' and Auditors' thereon.
2. To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 25th AGM held on 18th September, 2017, the appointment of M/s G. R. Modi & Co., Chartered Accountants, Mumbai having Firm Registration number 112617W as the auditors of the Company to hold office till conclusion of the 30th AGM be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them as may be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

3. **Appointment of Mr. Dineshkumar Agrawal as Director & Executive Director of the Company**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Dineshkumar Agrawal (DIN: 05259502) who was appointed as an Additional Director of the Company with effect from 9th February, 2018 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Dineshkumar Agrawal (DIN:05259502) as an Executive Director of the Company for a period of 5 years commencing from 9th February, 2018 upto 8th February, 2023, and to the payment of remuneration as recommended by the Nomination & Remuneration Committee and set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) with

liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as maybe agreed to between the Board and Mr. Dineshkumar Agrawal.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this Resolution.”

4. **Appointment of Dr. Munni Jain as a Director and as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. Munni Jain (DIN: 08194500) who was appointed as an Additional Director of the Company with effect from 11th August, 2018 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Dr. Munni Jain (DIN:08194500), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 11th August, 2018 to 10th August, 2023 (both days inclusive), be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

5. **Appointment of Mr. Suhas Joshi as a Director and as a Managing Director of the Company**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Suhas Joshi (DIN: 01657318) who was appointed as an Additional Director of the Company with effect from 11th August, 2018 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof] and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Suhas Joshi (DIN: 01657318) as an Managing Director of the Company for a period of 2 years commencing from 11th August, 2018 upto 10th August, 2020, and to the payment of remuneration as recommended by the Nomination & Remuneration Committee and set out in the explanatory statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) with liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as maybe agreed to between the Board and Mr. Suhas Joshi.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution.”

6. Service of documents under section 20 of the Companies Act, 2013 for delivery of documents in a particular mode

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

“RESOLVED THAT, pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder other applicable provisions, if any, whereby, a document may be served on any member by the company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance, a sum equivalent to the estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the company at least 10 days in advance of dispatch of documents by the company to the shareholder.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. Authority to the Board to create Charge/ Mortgage and/ or Charge and/ or Hypothecation and/or Pledge on the Movable and Immovable Properties of the Company and to Sell, Lease or otherwise Dispose off the Whole or Substantially the Whole of the Undertaking of the Company Pursuant to Section 180(1)(a) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and rules made thereunder as may be amended, from time to time and subject to the Memorandum and Articles of Association, the consent of the Company be and

is hereby accorded to Board of Directors (hereinafter called “the Board”) which term shall be deemed to include any Committee thereof, which the Board may have constituted to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or person(s) for creation of mortgage and/or charge and/or hypothecation and/or pledge and/or security in any form or manner on any of its movable and immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company on such terms and conditions at such time and in such form and manner as the Board in its absolute discretion thinks fit in favour of any person including but not limited to bank(s), financial institution(s) Investment Institution(s), Mutual Fund(s), Trust(s), other body(ies) corporate or persons whether shareholders of the Company or not, or from any source, located in India or abroad, whether unsecured or secured, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other cost, charges and expenses thereon for amount not exceeding the limit of Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.”

“RESOLVED FURTHER THAT securities to be created by the Company may rank pari passu / subservient with/to the mortgages and /or charges already created or to be created by the Company as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT the Board of Directors or such Committee/or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalize, settle and execute such documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this Resolution.”

8. Authority to the Board Of Directors for Borrowings in excess of the Paid-Up Share Capital and Free Reserves of the Company Under Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT subject to the approval of the shareholders under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof for the time being in force), approval of the Board of Directors of the Company be and is hereby granted to borrow such sums of moneys as they may deem fit from time to time for the purpose of carrying on the business of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans, if any, obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount up to which such monies may be borrowed by the Board of Directors shall not exceed the sum of Rs 200 crores at any time.”

“RESOLVED FURTHER THAT any one Director on the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution including filing of the necessary forms with the Registrar of Companies.”

9. **Authority to give loans to any companies and / or give any guarantee or provide security in connection with a loan to any companies and / or acquire by way of subscription, purchase or otherwise, the securities of any companies pursuant to the provisions of Section 186 of the Companies Act, 2013.**

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 Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any companies(including subsidiaries) and / or give any guarantee or provide security in connection with a loan to any company(ies) (including Indian and overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any company(ies) (including Indian and overseas subsidiaries) upto an aggregate amount not exceeding Rs. 200 crores notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013”.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalize, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.”

By Order of the Board
For Hazoor Multi Projects Limited
sd/-
Dilip Bohra
Company Secretary
Mem.No.A47488

Registered Office:
403, Kane Plaza, Off Link Road,
Mind Space, Malad (West), Mumbai – 400 064

Place: Mumbai
Date: August 11, 2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT MORE THAN 50 MEMBERS. MEMBERS HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY WHO SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from **14th September, 2018 to 24th September, 2018**, both days inclusive.
3. Brief details of the directors, who are seeking appointment / re-appointment, are annexed hereto as per requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, G. R. Modi & Co., Chartered Accountants are eligible to hold the office for a period of Five years, from AGM 2017 upto AGM 2022. The re-appointment of G. R. Modi & co., Chartered Accountants as auditors for the 2018-19 is subject to ratification of shareholders in the ensuing annual general meeting and to authorize Board to fixing of their remuneration has been put up for the approval of members.
6. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
7. Members are requested to notify to the Company's Registrar immediately, if any change in their address along with quoting their folio number to the share transfer agent of the Company in case of shares held in physical form, on or before **24th August, 2018**.
8. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
9. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
10. To receive shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective