



# **Annual Report** **2018-19**

# 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**

<b>Board of Directors and their category</b>	Mr. Suhas Joshi- Managing Director	Executive <sup>1</sup>
	Mr. Dineshkumar Agrawal- Director	Executive <sup>2</sup>
	Mr. Raviprakash Narayan Vyas- Additional Director	Non-Executive Independent <sup>3</sup>
	Dr. Munni Jain- Director	Non-Executive Independent <sup>4</sup>
	Mr. Paresh Sampat- Director	Non-Executive Independent <sup>5</sup>
<b>Company Secretary &amp; Compliance Officer</b>	Mr. Subhash Jhavarilal Purohit <sup>6</sup>	
<b>Secretarial Auditor</b>	Ms. Monika Thanvi & Associates	
<b>Statutory Auditors</b>	M/s. VMRS & Co., Chartered Accountants	
<b>Bankers</b>	Vijaya Bank, Mumbai	
<b>Registrar &amp; Share Transfer Agent</b>	M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai, 400083, Maharashtra Email id: <a href="mailto:rnt.helpdestk@linkintime.co.in">rnt.helpdestk@linkintime.co.in</a> , <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>	
<b>Registered Office</b>	601-A, Ramji House Premises CSL., 30, Jambulwadi, J.S.S. Road, Mumbai Mumbai City MH 400002 IN Tel: 91- 022-28711090, Fax: 91 – 022-40033979 E-mail: info@hazoormultiproject.com, hmpl.india@gmail.com <b>Website: <a href="http://www.hazoormultiproject.com">www.hazoormultiproject.com</a></b>	
<b>Corporate Identification No.:</b>	L99999MH1992PLC269813	

**Note:**

1. Change in designation of Mr. Suhas Joshi, who was appointed as an Additional Director on August 11, 2018 to Managing Director on September 24, 2018.
2. Change in designation of Mr. Dineshkumar Agrawal, who was appointed as an Additional Director on February 9, 2018 to Director on September 24, 2018.
3. Appointment of Mr. Raviprakash Narayan Vyas as an additional Independent Director of the Company on November 12, 2018.
4. Change in designation of Dr. Munni Jain, who was appointed as an Additional Director on August 11, 2018 to Director on September 24, 2018 and further designated as Chairman on May 08, 2019.
5. Resignation of Mr. Paresh Sampat, Director of the Company on May 08, 2019.
6. Appointment of Mr. Subhash Jhavarilal Purohit, Company Secretary on December 31, 2018.

**NOTICE**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Shareholders of Hazoor Multi Projects Limited will be held on Friday, September 27, 2019 at 4:00 p.m. at IMC Chamber of Commerce and Industry, Walchand Centre, 3rd Floor, IMC building, Churchgate - 400020, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and reports of the Board of Directors' and Auditors' thereon.
2. To re-appoint Mr. Dineshkumar Laxminarayan Agrawal as the director of the Company who is liable to retire by rotation and being eligible offers himself for re-appointment.
3. To make 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, consent of the members be and is hereby accorded to appoint M/s VMRS & Co., Chartered Accountants, Mumbai having Firm Registration number 122750W as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 32<sup>nd</sup> AGM to be held in the year 2024 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:**

4. To appoint Mr. Raviprakash Vyas as the 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** pursuant to provisions of Section 152, 161(1) and other applicable provisions, if any of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) as amended from time to time, consent of the Board be and is hereby accorded to appoint Mr. Raviprakash Vyas (DIN: 07893486), who was appointed as an Additional Independent Director of the Company with effect from November 12, 2018 by the Board of Directors and who holds office upto the date of

this 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 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 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 reenactment(s) thereof] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Mr. Raviprakash Vyas (DIN: 07893486), who has submitted a declaration that he 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 November 12, 2018 to November 11, 2023 (both days inclusive), be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to file E- Form DIR-12 and such other necessary filings with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this Resolution."

**5. To appoint Mr. Nishant Jain as the 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** pursuant to provisions of Section 152, 161(1) and other applicable provisions, if any of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 (the Rules) as amended from time to time, consent of the Board be and is hereby accorded to appoint Mr. Nishant Jain (DIN: 08442427), who was appointed as an Additional Independent Director of the Company with effect from May 08, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member 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 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 reenactment(s) thereof] and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Mr. Nishant Jain (DIN: 08442427), who has submitted a declaration that he 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 May 08, 2019 to May 07, 2024 (both days inclusive), be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to file E- Form DIR-12 and such other necessary filings with the Registrar of Companies, Mumbai and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to this Resolution.”

Registered Office:  
601-A, Ramji House Premises CSL, 30,  
Jambulwadi,  
J.S.S. Road, Mumbai – 400002, Maharashtra,  
India  
Place: Mumbai  
Date: August 23, 2019

By Order of the Board  
For Hazoor Multi Projects Limited  
sd/-  
Subhash Purohit  
Company Secretary  
Membership No. 36558

**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 **Friday September 20, 2019 to Friday September 27, 2019** 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 have resigned from the office of Auditors w.e.f. August 23, 2019 . The Company in order to fill the casual vacancy created upon the resignation has appointed M/s. VMRS & Co., Chartered Accountants having FRN: 122750W as the auditors of the Company for a period of 5 years.
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 **August 27, 2019**.



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 depository participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Link Intime - [vishal.parad@linkintime.co.in](mailto:vishal.parad@linkintime.co.in)
11. Members, who still hold share certificates in physical form are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialization, which include easy liquidity, transfer of shares, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
12. All documents referred to in the Notice and the Annexure to Notice shall be available for inspection by the Members at the Registered Office of the Company during office hours between 11.00 a.m. to 1.00 p.m. on all working day except Sunday & holiday, from the date hereof upto the date of the Meeting.
13. Pursuant to section 72 of the Companies Act, 2013, members holding shares in single name and physical form are advised to file nomination in the prescribed Form No. SH-13 in duplicate (which will be made available on request) with the Company's shares transfer agent, in respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
14. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants. Members holding shares in physical form can submit their PAN details to the Company or registrar.
15. The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection in terms of the applicable provisions of Companies Act, 2013 by members and others as specified below:
  - i. Register of contracts or arrangements in which directors are interested under section 189 of the Companies Act, 2013, on all working days during business hours. The said Registers shall also be produced at the commencement of the annual general meeting of the Company and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.

- ii. Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013, on all working days during business hours. The said Register shall be kept open for inspection at the Annual General Meeting of the Company and shall be made accessible to any person attending the meeting.
16. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the Annual Report, including financial statements, boards' report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
17. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
18. Members/Proxies are requested to bring the copies of annual reports to the meeting.
19. Route map for directions to the venue of the meeting is available on website [www.hazoormultproject.com](http://www.hazoormultproject.com).
20. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Explanatory Statement annexed to this Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
21. **Voting through electronic means:-**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of SEBI Listing Regulation, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on September 20, 2019 (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (4) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Central Depository Services Ltd. (CDSL). Person who is not a member as on the cut-off date should treat this Notice for information purpose only.

A. The instructions for shareholder voting electronically are as under: