



Annual Report 2014-15

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*

Table of Contents

Corporate Information	1
Notice	2
Director's Report	14
Management Discussion & Analysis	23
Extract of Annual Return- Annexure I	27
Nomination and Remuneration Policy- Annexure II	35
Secretarial Audit Report (MR-3) - Annexure III	39
Statement containing salient features of the financial statement of Subsidiaries-AOC-1- Annexure IV	42
Corporate Governance Report	43
General Shareholder Information	56
Proxy Form (Form No MGT-11), Attendance Slip & Ballot Form	92-99

Standalone Financial Statement

Independent Auditors Report	60
Balance Sheet	64
Statement of Profit & Loss	65
Cash Flow Statement	66
Notes on Financial Statements	67

Consolidated Financial Statement

Independent Auditors Report	76
Balance Sheet	81
Statement of Profit & Loss	82
Cash Flow Statement	83
Notes on Financial Statements	84

COPORATE INFORMATION

Directors	Mr. Paresh Sampat -Non Executive Chairman & Independent Director
	Mr. V.I.Garg - Managing Director
	Mr. Vineet Garg - Executive Director & Chief Financial Officer
	Mr. Deenbandhu Upasani – Independent Director
	Mr. Ashish Kankani – Independent Director (appointed to be director w.e.f. 09.08.2014)
	Mrs. Chanda V. Garg- Woman Director
Company Secretary & Compliance Officer	Mr. Ravi Shelke
Practising Company Secretary	Mrs. Manisha Bajaj
Statutory Auditors	M/s G. R. Modi & Co., Chartered Accountants
Consulting Chartered Accountants	S. H. Bathiya & Associates, Chartered Accountants, Mumbai
Bankers	Vijaya Bank, Mumbai
Registrar & Share Transfer Agent	M/s. Link Intime India Pvt. Ltd., C – 13, Pannalal Silk Mill Compound, L.B.SMarg, Bhandup (West), Mumbai – 400 078, Phone: 0091-22-2596 3838, Email id: Mumbai@linkintime.co.in, www.linkintime.co.in
Registered Office	403, Kane Plaza, Mind Space, Off Link Road, Malad (West), Mumabai-400064 Tel: 91- 022-28711090, Fax: 91 – 022-40033979 E-mail:info@hazoormultiproject.com, hmpl.india@gmail.com Website: www.hazoormultiproject.com
Corporate Identification No	L99999PN1992PLC137757

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Shareholders of Hazoor Multi Projects Limited will be held on Monday, 21st September, 2015 at 10:30 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 Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended 31st March 2015 and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Vineet Garg (DIN 00397062), who retires by rotation and being eligible offers himself for reappointment.
3. To consider and, if thought fit, to pass following resolution as an Ordinary Resolution, relating to Ratification of appointment of the Auditors of the Company:

“RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s G. R. Modi & Co., Chartered Accountants, (Firm Registration No.112617W) as Statutory Auditors of the Company approved in the Twenty Second Annual General Meeting held on 25th September, 2014 till the conclusion of Twenty Fifth Annual General Meeting be and hereby ratified to hold office from the conclusion of Twenty Third Annual General Meeting to the conclusion of Twenty Fourth Annual General Meeting and Board of Directors of the Company be is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on progressive billing basis to be agreed upon between Auditors and Board of Directors.”

SPECIAL BUSINESS:

4. Appointment of Mrs.Chanda V. Garg (DIN: 00409712) as Director.

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

“RESOLVED THAT Mrs.Chanda V. Garg (DIN: 00409712), who was appointed as Additional Director of the Company by the Board of Directors with effect from March 31, 2015, 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 from a Member in terms of section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. Appointment of Director, Mr. V.I. Garg (DIN: 00409946), as Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203(1) read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and such other consents and

permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Members be and is hereby accorded to appoint Mr. V I. Garg (DIN: 00409946), who is a Director of the Company, as the Managing Director of the Company for a period of 5 (five) years w.e.f. 1st April 2015 upto 31st March 2020 and he shall not draw any remuneration in respect of the said appointment.”

6. 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.”

7. 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.”

8. 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 finalise, 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/-
Ravi Shelke
Company Secretary
Mem.No.A38007

Registered Office:
403, Kane Plaza, Off Link Road,
Mind Space, Malad (West), Mumbai - 400064

Place: Mumbai,
Date: August 03, 2015

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 EXCEEDING FIFTY(50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT 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 **05th September, 2015 to 21st September, 2015**, both days inclusive.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
4. Brief details of the directors, who are seeking appointment / re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.
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 three years, from 2014 upto 2017. The re-appointment of G. R. Modi & co., Chartered Accountants as auditors for the 2015-16 is subject to ratification of

shareholder 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 connivance 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, on or before **4th September, 2015**.
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. All documents referred to in the Notice and the explanatory statement 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.
11. 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.
12. 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.
13. 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 301 of the Companies Act, 1956 and 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.
14. 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, Board 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.

15. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

16. Members/Proxies are requested to bring the copies of annual reports to the meeting.

17. 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 clause 35B of the Listing Agreement, 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 **14th September, 2015** (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 Link Intime India Pvt. Ltd. (Linkintime).

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

- (i) The voting period begins on **Friday, 18th September, 2015 at 9.00 a.m** and ends on **Sunday, 20th September, 2015 at 5.00 p.m.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **14th September, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below: