



HIND INDUSTRIES LIMITED

Forty Third Annual Report
2015-16

HIND INDUSTRIES LIMITED

<u>BOARD OF DIRECTORS:</u>	
MR. SIRAJUDDIN QURESHI	- CHAIRMAN & MANAGING DIRECTOR
MRS. KIRAN QURESHI	- WOMEN DIRECTOR
MR. NASEEM QURESHI	- DIRECTOR
MR. SHIRAZ PERVEZ QURESHI	- ADITONAL DIRECTOR
MR. SHADAB PERVEZ QURESHI	- ADITONAL DIRECTOR
<u>REGISTERED OFFICE</u> :	A-1, PHASE-1, OKHLA INDUSTRIAL AREA, NEW DELHI- 110020 PHONE NO.-011-26372786-92 FAX NO.-011-26817941-42 E-MAIL :- info@hind.in
<u>Works</u> :	B-42, SITE IV, INDUSTRIAL AREA, SAHIBABAD, DISTT. GHAZIABAD (U.P.) PHONE : 0120-4156753 FAX: 0120-4101493
<u>AUDITORS:</u>	- M/S M.K. & CO.
<u>MAIN BANKERS:</u>	- INDIAN BANK - J & K BANK LIMITED - STATE BANK OF HYDERABAD

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NOTICE

NOTICE is hereby given that the Forty Third Annual General Meeting of the Members of Hind Industries Limited will be held on Monday, the 19th day of June, 2017 at 11:00 A.M. at the Registered Office of the Company at A-1, Phase-1, Okhla Industrial Area, New Delhi – 110020 (*Route Map attached) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Audited Statement of Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Naseem Qureshi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appoint of an Auditors and to fix their remuneration. 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies Rules, 2014 framed there under, as amended from time to time, the company hereby ratifies the appointment of M/s. M. K. Aggarwal & Co. (Firm Registration No.01411N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration as may be mutually agreed between the Directors of the Company and the Auditor.”

SPECIAL BUSINESS

4. To appoint a Director in place of Mr. Shadab Pervez Qureshi, who was appointed as an Additional Director by the Board Members at their Meeting held on 30th June, 2016 and whose term of Office expires at the Ensuing Annual General Meeting, be appointed as an Independent Director for a period of Five Years i.e. till Forty Eighth Annual General Meeting pursuant to Section 96 of the Companies Act, 2013.

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

“Resolved that Mr. Shadab Pervez Qureshi (having DIN No. 07545895), who was appointed as Additional Director by the Board Members on 30th June, 2016, in terms of Section 161(1) of the Companies Act, 2013 read with Companies Rules 2014. whose Office expires at the Ensuing Annual General Meeting pursuant to the provisions of Sections 149, 150, 152 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 IV to the Companies Act, 2013, Mr. Shadab Pervez Qureshi (holding DIN No. 07545895), Director of the Company whose period of office expiring on the day of Ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2021.”

5. To appoint a Director in place of Mr. Shiraz Pervez Qureshi, who was appointed as an Additional Director by the Board Members at their Meeting held on 25th May, 2017 and whose term of Office expires at the Ensuing Annual General Meeting, be appointed as an Independent Director for a period of Five Years i.e. till Forty Eighth Annual General Meeting pursuant to Section 96 of the Companies Act, 2013.

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

“Resolved that Mr. Shiraz Pervez Qureshi, who was appointed as Additional Director by the Board Members on 02nd November, 2016, in terms of Section 161(1) of the Companies Act, 2013 read with Companies Rules 2014, whose Office expires at the Ensuing Annual General Meeting pursuant to the provisions of Sections 149, 150, 152 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). Mr. Pervez Qureshi, Director of the Company whose period of office expiring on the day of Ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2021.”

By Order of the Board

Registered Office:
A-1, Phase-I, Okhla Industrial Area,
New Delhi – 110020

Sirajuddin Qureshi
Managing Director

Place: New Delhi
Date: 25th May, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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.

2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person will not act as a proxy for any other person or shareholder.

3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Tuesday, 13th June, 2017 to Monday, 19th June, 2017 (both days inclusive);:

- a. As beneficial owners as at the end of business on Monday, 12th June, 2017 as per list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic form, and
- b. As members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company's Registrar and Share Transfer Agents M/s. Skyline Financial Services Pvt. Ltd., D-153/A, First Floor, Okhla Industrial Area, Phase – I, New Delhi - 110020 on or before Monday, 12th June, 2017. The instruments of share transfers complete in all respects should reach the said Registrar and Transfer Agent well before the above date.

5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Registrar and Transfer Agent.

6. Electronic copies of the 43rd Annual Report for the FY 2015-16 are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not

registered their email address, physical copies of the Annual Report for 2016 are being sent in the permitted mode.

7. Electronic copy of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 43rd Annual General Meeting and Annual Report for 2015-16 will be available on Company's website www.hindindustries.net for their download.

8. Pursuant to Section 125 of the Companies Act, 2013 the amount of dividend remaining unclaimed/unpaid for seven years shall be transferred to the Investors' Education and Protection Fund when the same becomes due. Members who have not yet encashed dividend warrants/ cheques are requested to claim the same with the Company.

9. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting.

10. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting.

11. A statement containing details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under Listing Rules of the Listing Agreement is annexed.

12. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days except Saturdays, till the date of the Annual General Meeting of the Company.

13. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.

14. The Securities and Exchange Board of India (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 their PAN to their Depository Participants with whom they

are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / R&T agent.

15. Voting through electronic means;

In terms of Sections 107 and 108 of the Companies Act, 2013, read with Companies (Management and Administration Rules, 2014 and Listing Rules of Listing Agreement., the Company is pleased to provide members holding shares in physical or dematerialized form as on the cut-off date (Record Date), being 12th Day of June, 2017 to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means for any or all the businesses in the accompanying Notice. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting. E-Voting is optional and members shall have the option to provide either through e-voting or in person at the Annual General Meeting.

The procedure and instructions for voting through electronic means are as follows:

- A.** In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participants):
 - i. Open the e-mail and also open PDF file; "with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.
 - viii. Select the relevant "EVEN" (E-Voting Event Number) of HIND INDUSTRIES LIMITED on which you chose to vote. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

x. Upon confirmation, the message “Vote cast successfully” will be displayed.

xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to agrawal.kundan@gmail.com , with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com

xiv. You can also update your mobile number and e-mail id in the user profile detail of the folio which may be used for sending future communication(s).

xv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on 25th May, 2017, may obtain user/login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com.

However, if you are already registered with NSDL for e-voting then you can use your existing user/login ID and password for casting your vote. If you forgot your password, you can reset your password, by using “Forgot User Details/ Password” option available on the website www.evoting.nsdl at the following toll free no. 1800-222-990.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

i. The remote e-voting period commences on Thursday, 15th June, 2017 (10:00 A.M. IST) and ends on Sunday, 18th June, 2017 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 12th June, 2017, may cast their

vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as 12th June, 2017.

iii. Mr. Kundan Agrawal, Practicing Company Secretary (Membership No. FCS 7631), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

iv. Facility for voting through polling paper shall be made available at the 43rd Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.

v. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

vi. Members of the Company holding shares either in physical form or in dematerialized form, as on 12th June, 2017, may opt for remote e-voting or voting at the AGM through polling paper.

vii. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling) and through remote e-voting, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.hindindustries.net and on the website of evoting@nsdl.co.in. The result shall simultaneously be communicated to the Stock Exchange.

viii. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of meeting i.e. 19th June, 2017.

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT AND SCHEDULE V OF THE COMPANIES ACT, 2013.

As required under the Listing Agreement and Schedule V of the Companies Act, 2013, the particulars of Directors who are proposed to be appointed/re-appointed, are given below:

Name of Director:	Dr. Naseem Qureshi
Date of Appointment:	28/04/2004
Date of Birth:	01/03/1966
Expertise in specific functional area:	He is a widely travelled person and has got wide exposure of the different aspects of the Exports Business.

Qualifications:	Bachelor of Science and BUMS from University of Delhi
Directorship as on March 31, 2016:	HIND INDUSTRIES LIMITED MAK ENTERPRISE PRIVATE LIMITED NEPTUNE CAPITAL MANAGEMENT COMPANY PRIVATE LIMITED HIND INFRA ENGINEERS LIMITED
Committee Chairmanship/ Membership as on 31 st March, 2016:	NO
Shareholding in Hind Industries Ltd.	100150

* Directorships in Private Limited Companies, Foreign Companies, Section 8 Companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees, Investors'/Shareholders' Grievances Committees and Remuneration Committees of Public Companies have been included in the aforesaid table.

(M) – Member, (C) – Chairman

By Order of the Board

Registered Office:

A-1, Phase-I, Okhla Industrial Area,
New Delhi – 110020

Place: New Delhi

Date: 25th May, 2017.

Sirajuddin Qureshi
Managing Director

- Route Map