

HINDUSTAN APPLIANCES LIMITED

NOTICE:

NOTICE is hereby given that the 20th Annual General Meeting of the members of HINDUSTAN APPLIANCES LIMITED will be held at the Registered Office of the Company at 5, Sunbeam Chambers, 2nd Floor, Opp. Liberty Cinema, New Marine Lines, Mumbai-400 020 on Friday, the 30th September, 2005 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2005 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mehul J Shah who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Viral Kadakia who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. N. B. Purohit & Co. Chartered Accountants as Auditors and to fix their remuneration.

BY ORDER OF THE BOARD.

Place : Mumbai

Dated : 2nd September, 2005

Registered Office:

5, Sunbeam Chambers,
2nd Floor, Opp. Liberty Cinema,
New Marine Lines, Mumbai-400 020

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should be deposited at the Registered office of the Company not less than 48 hours before commencing of this meeting.
3. The register of members and transfer books of the Company will remain closed from 23rd September, 2005 to 30th September 2005.

CERTIFIED TRUE COPY
FOR HINDUSTAN APPLIANCES LIMITED

AUTHORISED SIGNATORY/DIRECTOR

HINDUSTAN APPLIANCES LIMITED

REGD.OFFICE; 5, SUNBEAM CHAMBERS, NEW MARINE LINES,
OPP. LIBERTY CINEMA, MUMBAI-400 020.

DIRECTORS' REPORT

TO

The Members,

The Directors have pleasure in presenting their 20th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2005.

	(Rs.in Lacs) Year ended 31-3-2005 =====	(Rs.in Lacs) Year ended 31-3-2004 =====
Gross Profit Before		
Depreciation and Taxation	8.24	123.75
Deduct:-		
Depreciation	83.80	88.57
Provision for taxation	0.00	2.80
Deferred tax liabilities	(28.59)	9.57
Income tax of earlier year	0.51	0.00
Net (Loss) profit	(47.48)	22.81
Balance brought forward.	179.72	156.91
Balance carried forward	132.24	179.72

DIVIDEND:

in view of the loss for the year your directors do not recommend any dividend for the year under report.

OPERATION:

The Company has earned a gross total Income of Rs 75.68 lacs for the year under review against the gross total income of Rs.246.69 lacs during the previous year.

CORPORATE GOVERNANCE

Necessary measures have adopted to comply with the requirements of the listing agreement with stock exchange wherein the company's shares are listed. A separate report on corporate governance measures adopted by the company form part of this reports.

A certificate from the auditors of the company regarding compliance of the conditions of corporate governance as stipulated under clause 49 of the listing agreement is attached to this report.

SUBSIDIARIES :

Pursuant to the Provision of section 212 of the Companies Act, 1956 statement & other documents relating to the subsidiaries of the company are annexed to this report.

DIRECTORS.

Shri Mehul J shah and Mr Viral Kadakia retire by rotation and being eligible offers themselves for re-appointment.

PARTICULARS OF EMPLOYEES :

The company did not employ anybody drawing remuneration of Rs. 24,00,000/- or more per annum or Rs.2,00,000/-or more per month and hence the question of providing information under section 217(2A) of the companies Act, 1956 does not arise.

PUBLIC DEPOSIT :

The Company has not accepted any deposit from public. Therefore provision of section 58(A) of Companies Act, 1956 are not applicable to the Company. There are no unclaim or unpaid deposits for which information to be given in this report.

DISCLOSURES OF PARTICULARS WITH RESPECT TO CONSERVATION ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGES EARNINGS AND OUTGO. :

Particulars regarding conservation of energy, technology absorption as required pursuant to section 217 (1) (e) of the Companies Act, 1956, as amended are not given since the said section is not applicable to the Company.

Foreign exchange earnings.:	Rs. Nil
Foreign exchange outgo. :	Rs. Nil

DIRECTORS' RESPONSIBILITY STATEMENT:

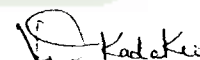
Pursuant to the provision of Sub-Section (2AA) of section 217 of the companies Act, 1956 your directors confirm:

- i) That in the preparation of the annual accounts for year ended 31st March, 2005, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2005 and of the loss of the Company for that year;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- iv) That the Directors have prepared the annual accounts for the year ended 31.3.2005 on a going concern basis.

AUDITORS :

M/S. N.B.Purohit & Co., Chartered Accountants present Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for re-appointment. You are requested to consider their re-appointment.

FOR AND ON BEHALF OF THE BOARD



DIRECTORS

PLACE: MUMBAI,
DATED: 2nd September, 2005

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FOR HINDUSTAN APPLIANCES LIMITED



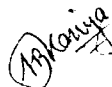
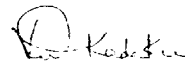
AUTHORISED SIGNATORY/DIRECTOR

ANNEXURE TO DIRECTORS' REPORTS

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT,
1956 RELATING TO SUBSIDIARY COMPANIES.

1. NAME OF THE SUBSIDIARY	: JOGINDRA EXPORTS LIMITED	: KSHANIKA TRADING LIMITED
2. HOLDING COMPANY'S INTEREST	: 5000 EQUITY SHARES OF 100	: 5000 EQUITY SHARES OF 100
	: EACH FULLY PAID UP.	: EACH FULLY PAID UP.
3. EXTENT OF HOLDING	: 100%	: 100%
4. SUBSIDIARY FINANCIAL YEAR	: 31ST MARCH, 2005	: 31ST MARCH, 2005
ENDED ON	:	:
5. NET AGGREGATE AMOUNT OF	:	:
SUBSIDIARIES' PROFIT/(LOSS)	:	:
NOT DEALT WITHIN THE HOLDING	:	:
COMPANY'S ACCOUNTS:	:	:
i) FOR THE CURRENT FINANCIAL	: (Rs.2,891.00)	: (Rs.2,245.00)
YEAR OF THE SUBSIDIARIES	:	:
ii) FOR THE PREVIOUS FINANCIAL	: (Rs.1,436.00)	: (Rs.1,150.00)
YEARS OF THE SUBSIDIARIES	:	:
SINCE THEY BECAME THE	:	:
HOLDING COMPANY'S	:	:
SUBSIDIARIES.	:	:
6. NET AGGREGATE AMOUNT OF	:	:
SUBSIDIARIES' PROFIT/(LOSS)	:	:
DEALT WITHIN THE HOLDING	:	:
COMPANY'S ACCOUNTS	:	:
i) FOR THE CURRENT FINANCIAL	: -	: -
YEAR OF THE SUBSIDIARIES.	:	:
ii) FOR THE PREVIOUS FINANCIAL	: -	: -
YEARS OF THE SUBSIDIARIES	:	:
SINCE THEY BECAME THE HOLDING	:	:
COMPANY'S SUBSIDIARIES.	:	:

FOR AND ON BEHALF OF THE BOARD

DIRECTORS

PLACE: MUMBAI

DATE: 2nd September, 2005

CERTIFIED TRUE COPY

FOR HINDUSTAN APPLIANCES LIMITED


 AUTHORISED SIGNATORY/DIRECTOR

HINDUSTAN APPLIANCES LIMITED

CORPORATE GOVERNANCE

1 PHILOSOPHY:

Your Company believes that the Corporate Governance is a powerful medium to serve the long-term interest of all stockholders. Corporate Governance strengthens investors' trust and ensures a long term partnerships, which helps your Company in fulfilling its quest for achieving significant growth and profits. A sound governance process consists of a combination of business practices, which results in enhanced shareholder value and enable the Company to fulfill its commitment to customers, employees, lenders and the society in general. Your Company further believes that such practices are founded upon the core values of transparency, empowerment, accountability and independent monitoring.

Your Company is committed to bench marking itself with the best in all areas including Corporate Governance. Your Company has bench marked its practices with the prevailing guidelines by upholding the core values across all aspects of its operation.

Your Company believes that Corporate Governance is not merely compliance - it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality.

2 BOARD OF DIRECTORS

The Board consists of five members. The composition of Board of Board of Directors, the number of other directorships or board committees of which he is a member/ chairman are as under:

Directors	Category	No. of Outside Directorships held		No. of outside committee positions held	
		Public	Private	Member	Chairman/Chairperson
Mr Sanjay A.Desai	Chairman & Director	1	3	-	-
Mr Mehul J.Shah	Non Executive Director	1	14	-	-
Mr.Rantilal S. Maroo	Non executive Director	1	1	-	-
Mr.Hitesh R. Kariya	Non Executive Director	-	1	-	-
Mr Viraj R.kadakia	Non Executive Director	-	-	-	-
Mr Shantilal C. Bhayani	Non Executive Director	-	7	-	-

(up to 25/8/2004)

Brief resume of the directors being Re-appointed/ at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and name of Companies in which they hold directorship and the membership of the committees of the board are furnished here under.

1.) Mr. Mehul J Shah aged about 34 years has vide experience in the field of manufacturing of Electricals and Electronics Industries. He is a director on the boards of many Pvt Cos listed herein above. He is a member of shareholders committee

2.) Mr. Virai Kadakia aged about 28 is a Chartered Accountant. He has vast experience about 5 years in the field of Finance, Accounts and taxation. He is not a director on the board of any other company.

8. Meetings of the Board of directors were held during the financial year ended on 31st March, 2005

Dates of Board Meeting :

30th April, 2004

31st May, 2004

31st July, 2004

25th August, 2004

2nd September, 2004

31st October, 2004

31st January, 2005

29th March, 2005

Attendance of the directors at the Board Meetings, last Annual General Meeting:

Name of Director	Attendance Particulars	
	Board Meetings	Last A.G.M
Mr. Sanjay A Desai	8	Present
Mr. Mehul J. Shah	8	Present
Mr. Kantilal S. Maru	8	Present
Mr Virai R. Kadakia	8	Present
Mr. Hitesh R. Kariya	8	Present
Mr Shantilal C Bhayani	3	N A
Upto 25/8/04		

3 AUDIT COMMITTEE

Broad terms of reference:

(a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statement is correct, sufficient and credible.

(b) To recommend the appointment/removal of external auditors, fixing audit fees.

(c) To review with the management the annual financial statements before submission to the Board, focussing primarily on :

- * Any changes in accounting policies and practices.
- * Major accounting entries based on exercise of judgement by management .
- * Qualifications in draft Audit Report
- * The going concern assumption
- * Compliance with the accounting standards.
- * Compliance with Stock Exchanges and legal requirements concerning financial statements.
- * Any related party transactions.

(d) To review with management the efficacy of internal control systems.

Composition, Name of Members and Chairman

Name		No. of Meetings	
		Held	Attended
Mr Viral R. kadakia	Chairman	4	4
Mr. Kantilal S. Maroo	Non Executive Director	4	4
Mr. Hitesh Karia	Director	2	2

4 REMUNERATION COMMITTEE

Broad Term of reference

To approve the appointment of Managing/Whole time Director and the remuneration thereof.

Name

Mr Sanjay A.Desai..... Chairman

MR.KANTILAL S.Maroo.....Non executive Director

Number of Meetings held

Nil

5 SHAREHOLDERS COMMITTEE :

No of Meeting Held	Meeting Attended
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Name

Mr Sanjay A.Desai..... Chairman	1	1
Mr Mehul J.Shah ... Director	1	1
Mr.Kantilal S.Maroo... Non executive Director	1	1

Mr.Mehul J.Shah director has been appointed as compliance officer.

Number of complaint received	:	Nil
Number of complaint not solved	:	Nil
Number of pending share transfer	:	Nil

6 GENERAL BODY MEETINGS:--

The detail regarding location and time where the last three AGMS were held are as under:

Financial Year	General Meeting	Location	Date	Time
31/3/2004	AGM	5,Sunbeam Chambers 2nd Floor, opp.Liberty Cinema, New Marine lines, Mumbai 400 020.	30/9/04	11.00 (AM)
31/3/2003	AGM	5,Sunbeam Chambers 2nd Floor, opp.Liberty Cinema, New Marine lines, Mumbai 400 020.	30/9/03	11.00 (AM)
31/3/2002	AGM	5,Sunbeam Chambers 2nd Floor, opp.Liberty Cinema, New Marine lines, Mumbai 400 020.	30/09/02	11.00(A.M)

7 DISCLOSURES :

(a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature ,with its promoters or the management ,their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company

(b) Details of non compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all the requirements of the listing agreement with the stock exchange as well as regulations and guidelines of SEBI. No penalties and strictures have been imposed by SEBI, Stock Exchange or Statutory authorities on matters relating to capital markets during the last three years.

8 MEANS OF COMMUNICATION :

- * Half yearly report sent to each household of shareholders : No
- * Quarterly Results : yes
- Which newspapers normally published : Free press Journal
- : Navshakti
- * Any web site, where displayed : No
- * Whether it also displays official news releases: No
- and the presentations made to institutional investors or to the analysts. : No
- * Whether MD & A is a part of the Annual Report : No

9 GENERAL SHAREHOLDER INFORMATION

1 Annual General Meeting

Date and time Friday, 30/9/2005. 11.00 A.M.
 Venue Sunbeam Chambers,
 2nd Floor,
 opp.Liberty Cinema
 New Marine lines
 Mumbai 400 020

2 Financial Calender

Financial reporting for the
 Quarter ending

- * 30/6/2005 : By 31/7/2005
- * 30/9/2005 : By 31/10/2005
- * 31/12/2005 : By 31/01/2006
- * 31/3/2006 : By 30/4/2006

3 Book Closure Date 23/9/2005 to 30/9/2005

4 Registered Office : Sunbeam Chambers,
 2nd Floor,
 opp.Liberty Cinema
 New Marine lines
 Mumbai 400 020

5 Listing on Stock Exchange: The Stock Exchange, Mumbai
 Phiroze Jeejeebhoy Towers
 Dalal street, Mumbai 400023

6 Stock Code : 53 05 35