

HINDUSTAN APPLIANCES LIMITED

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ANNUAL REPORT 2007-2008

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DIRECTORS:-

MR. MEHUL J. SHAH
MR. SANJAY A. DESAI
MR. HITESH R. KARIYA
MR. KANTILAL S. MAROO
MR. RAVINDRA K. MYTRA

REGISTERED OFFICE:-

5, SUNBEAM CHAMBERS,
OPP. LIBERTY CINEMA,
2nd floor, NEW MARINE LINES ,
MUMBAI 400 020

AUDITORS

M/s. A.C. MODI & ASSOCIATES
Chartered Accountants

BANKERS

Bank of India

HINDUSTAN APPLIANCES LIMITED

NOTICE:

NOTICE is hereby given that the 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 Saturday, the 30th September, 2008 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, 2008 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. Sanjay A. Desai who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Hitesh R. Karia who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s. A.C. Modi & Associates, Chartered Accountants as Auditors and to fix their remuneration.

BY ORDER OF THE BOARD.



**SD/-
DIRECTOR**

Place : Mumbai

Dated : 2ND September, 2008

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 22nd September, 2008 to 30th September 2008.

HINDUSTAN APPLIANCES LIMITED

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**REGD.OFFICE; 5, SUNBEAM CHAMBERS,
NEW MARINE LINES,2ND FLOOR
OPP. LIBERTY CINEMA, MUMBAI-400 020.**

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DIRECTORS' REPORT

TO,
The Members

The Directors have pleasure in presenting their Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2008.

Particulars	(Rs.in Lacs)	(Rs.in Lacs)
	Year ended 31.3.2008	Year ended 31.3.2007
Sales and Services	0.00	51.35
Other Income	43.13	2.01
Total	43.13	53.36
Profit Before Depreciation and Taxation	39.72	3.21
Deduct:-		
Depreciation	0.00	61.08
Provision for taxation	11.15	8.00
Provision for Fringe Benefit Tax	0.01	0.04
Income Tax of Earlier Year	0.63	0.00
Deferred tax liabilities	0.00	(19.53)
Net (Loss) profit for the year	27.93	(46.37)
Balance brought forward	77.77	124.14
Balance carried forward	105.70	77.77

DIVIDEND:

In order to conserve the resources for long term financial needs of the Company, the directors do not recommend any dividend for the year under the report.

OPERATION:

The Company has earned total Income of Rs 43.13 lacs for the year under review against the total income of Rs.53.36 lacs during the previous year. The Observation made by the auditors are explained in the notes to the accounts and are self explanatory.

MANAGEMENT DISCUSSION AND ANALYSIS

Management discussion and analysis report for the year under review as required under Clause 49 of the Listing Agreement with the Stock Exchange is given in the report as a separate statement.

CORPORATE GOVERNANCE

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

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.

RE-APPOINTMENT OF DIRECTORS.

Shri Sanjay A. Desai and Mr Hitesh R. Karia retire by rotation and being eligible offer 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:

1. that in the preparation of the annual accounts for year ended 31st March, 2008, the applicable accounting standards have been followed with no departures there from;
2. 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, 2008 and of the profit of the Company for that year;
3. 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 ;
4. that the Directors have prepared the annual accounts for the year ended 31.3.2008 on a going concern basis.

The above statements have been noted by the Audit Committee at its meeting held on 2/9/2008

CONSOLIDATED FINANCIAL STATEMENTS:

The Audited Financial Statement for the year under review ended 31st, march 2008 is annexed to this report. The Report and standalone audited accounts of all subsidiary companies along with statement pursuant to section 212 of the companies Act, 1956 containing full details of the performance also form part of this Annual Report. These statements have been prepared on the basis of audited financial statement received from the subsidiary Companies as approved by their respective Boards.

AUDITORS :

M/S. N. B. PUROHIT & CO, Chartered Accountants resigned as auditors of the company during the year. M/S. A.C.MODI & ASSOCIATES, Chartered Accountants, were appointed as the auditors of the company at the extra ordinary general meeting of the company to hold the position till the conclusion of the ensuing annual general meeting of the Company. M/S. A.C.MODI & ASSOCIATES, the present Auditors of the Company have furnished a certificate regarding their eligibility for re-appointment. You are requested to appoint auditors of the company and fix their remuneration.

FOR AND ON BEHALF OF THE BOARD

SD/-

DIRECTORS

PLACE: MUMBAI,

DATED: 2ND SEPTEMBER, 2008.



ANNEXURE TO DIRECTORS' REPORTS**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES.**

S. No.	Particulars	Name Of The Company	
1	NAME OF THE SUBSIDIARY	JOGINDRA EXPORTS LIMITED	KSHANIKA TRADING LIMITED
2	HOLDING COMPANY'S INTEREST	5000 EQUITY SHARES OF 100 EACH FULLY PAID UP	5000 EQUITY SHARES OF 100 EACH FULLY PAID UP
3	DATE ON WHICH THEY BECAME SUBSIDAIRY.	1 st August ,1999	1 st August ,1999
4	EXTENT F HOLDING	100%	100%
5	SUBSIDIARY FINANCIAL YEAR	31 ST MARCH, 2008	31 ST MARCH, 2008
6	NET AGGREGATE AMOUNT OF SUBSIDIARIES' PROFIT/(LOSS) NOT DEALT WITHIN THE HOLDING COMPANY'S ACCOUNTS:		
(i)	i) FOR THE CURRENT FINANCIAL YEAR OF THE SUBSIDIARIES	Rs. Nil	(Rs. 2,200.00)
(ii)	ii) FOR THE PREVIOUS FINANCIAL YEARS OF THE SUBSIDIARIES SINCE THEY BECAME THE HOLDING COMPANY'S SUBSIDIARIES.	Rs. Nil	(Rs. 13,871.00)
7	NET AGGREGATE AMOUNT OF SUBSIDIARIES' PROFIT/ (LOSS) DEALT WITHIN THE HOLDING COMPANY'S ACCOUNTS		
(i)	i) FOR THE CURRENT FINANCIAL YEAR OF THE SUBSIDIARIES.	Nil	Nil
(ii)	FOR THE PREVIOUS FINANCIAL YEARS OF THE SUBSIDIARIES SINCE THEY BECAME THE HOLDING: COMPANY'S SUBSIDIARIES.	Nil	Nil

FOR AND ON BEHALF OF THE BOARD**SD/-****DIRECTORS****PLACE: MUMBAI****DATED: 2nd September, 2008**

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 Directors, the number of other directorships or board committees of which he is a member/ chairman are as under:

DIRECTORS	CATAGORY	No. of Outside Directorship Held		No. Of Out side Committee Positions Held	
		Public	Private	Member	Chairman/Chairperson
Mr.Sanjay A. Desai	Chairman & Direcror	1	3	-	-
Mr.Mehul J. Shah	Non Executive Director	1	23	-	-
Mr.Kantilal S. Maroo	Non Executive Director	1	1	-	-
Mr.Hitesh R. Kariya	Non Executive Director	-	1	-	-
Mr. Ravindra Myatra	Non Executive Director	-	1	-	-

Brief resume of the directors being Re-appointed/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.Sanjay A. Desai is

S. No.	Name of the Company .
1)	Tendril Chemicals Pvt. Ltd.
2)	Patarmigen Electronics Pvt. Ltd.,
3)	Anchor Fans Mfg. Co. Pvt. Ltd.
4)	Shikhar Leasing & Trading Ltd.

He is a member of shareholders committee and compliance officer of the Company. He holds 65,82,000 (65.65%) Equity Shares of the Company.

2) Mr.Hitesh Karia is B. E. aged about 41 years. He has vast experience about 15 years in the field of Marketing of Electricals and Electronics goods.

He does not hold any Equity Shares of the Company. He is director of Dupont Trading & Investment Pvt. Ltd.

8 Meetings of the Board of directors were held during the financial year ended on 31st March,2008

Dates of Board Meeting :	
12 th April, 2007.	
30 th April,2007	
31 st July,2007	
1 st September,2007	
31 st October,2007	
31 st January,2008	
6 th February,2008	
12 th March,2008	
26 th March,2008	

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

Name of the Director	Attendance Particulars	
	No of Board Meetings attended	AGM
Mr.Sanjay A. Desai	9	Present
Mr.Mehul J. Shah	9	Present
Mr.Kantilal S. Maroo	9	Present
Mr.Hitesh R. Kariya	9	Present
Mr.Ravindra K. Mytra	9	Present

3 AUDIT COMMITTEE:

Broad terms of reference is in accordance with the provisions of Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreement inter alia is as under:

- (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, focusing 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	Designation	Number of Meetings	
		Held	Attended
Mr.Kantilal S. Maroo	Chairman	5	5
Mr.Hitesh R. Karia	Non Executive Director	5	5
Mr.RavindraK. Myatra	Non Executive Director	5	5

5 Meetings of the Audit Committee were held during the financial year ended 31/3/2008 as under:

- 1) 30/04/2007
- 2) 31/07/2007
- 3) 1/09/2007
- 4) 31/10/2007
- 5) 31/01/2008.