

NOTICE

NOTICE is hereby given that the Seventy Fourth Annual General Meeting of the Members of The Hindustan Housing Company Ltd. will be held on Saturday, 25th September, 2010, at 11.30 a.m. at the Registered Office of the Company at Bajaj Bhavan, 2nd floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai – 400-021, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Vinod Nevatia, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office for the period commencing from the conclusion of the ensuing Annual General Meeting of the Company till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

NOTES :

1. **NOTICE** is also hereby given that the Register of Members of the Company will remain closed from 22nd September, 2010 to 25th September, 2010 (both days inclusive).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE 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.**
3. The Proxy Forms in order to be valid and effective, should be deposited at the Registered Office of the Company not less than Forty-eight hours before the commencement of the meeting.
4. Members are requested to notify the change in their address, if any, to the Company immediately.

By Order of the Board of Directors
For **The Hindustan Housing Company Ltd.**

Niraj Bajaj
Director

Mumbai : 13th August, 2010.

DIRECTORS' REPORT

Your Directors present their Seventy Fourth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2010.

1. **Financial Results :**

	F. Y. <u>2009-2010</u>	F. Y. <u>2008-2009</u>
	Rs.	Rs.
Profit for the year before tax	44,18,652	17,38,493
Less : Provision for Taxation	<u>7,57,344</u>	<u>4,51,174</u>
Profit after tax	36,61,308	12,87,319
<u>Add/(Less) :</u>		
Excess Depreciation Written back in respect of earlier years	92, 296	—
Balance brought forward from Previous year	1,70,64,267	1,57,76,948
Balance available for appropriation	<u>2,08,17,871</u>	<u>1,70,64,267</u>
<u>Less : Appropriations:</u>		
Proposed Dividend	---	---
Tax on Proposed Dividend	---	---
Transfer to General Reserve	---	---
Balance carried to Balance Sheet	<u>2,08,17,871</u>	<u>1,70, 64,267</u>

2. **Dividend :**

The Board of Directors of the Company do not recommend dividend on Equity Shares for the year ended 31st March, 2010.

3. **Directors :**

Shri Vinod Nevatia, Director of the Company retires by rotation and being eligible, offers himself for reappointment.

4. **Particulars of employees :**

There were no employees in respect of whom information as per Section 217(2A) of the Companies Act, 1956 read with rules framed thereunder is required to be given in the Director's Report.

5. **Other Information :**

The Company being a Service Company and not having carried out any manufacturing activities during the year under review, the Directors have nothing to report on 'Conservation of Energy' 'Research & Development' and 'Technology Absorption' as required to be given under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

Further, there was no Foreign Exchange earnings and/or outgo during the year under review.

6. **Directors' Responsibility Statement :**

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

- a. in the preparation of the Annual Accounts, the applicable accounting standards have been followed and no material departures have been made therefrom;
- b. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended as at 31st March, 2010 and of the profit of the Company for the said period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis.

7. **Auditors :**

M/s. Dalal & Shah, Chartered Accountants, (Firm Registration Number 102021 W) Mumbai, Auditors of the Company retire at the ensuing Annual General Meeting of the Company and being eligible offer themselves for reappointment. You are requested to appoint Auditors of the Company for the period from the conclusion of the ensuing Annual General Meeting of the Company till the conclusion of the next Annual General Meeting of the Company and fix their remuneration.

8. **Group :**

Pursuant to an intimation from the Promoters, the names of the Promoters and entities comprising "Group" as defined under the Monopolies and Restrictive Trade Practices ("MRTP") Act, 1969 are disclosed in the Annual Report for the purpose of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997.

For and on behalf of the Board of Directors
The Hindustan Housing Company Ltd.

Niraj Bajaj
Chairman

Mumbai : 13th August, 2010

Constituents of 'Group' as defined in MRTP Act, 1969 for the purposes of SEBI (SAST) Regulations, 1997

Persons constituting "Group" within the definition of Group as defined in the Monopolies and Restrictive Trade Practices Act, 1969 for the purpose of Regulation 3(1)(e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, include the following :

1	ANANT BAJAJ	37	BAJAJ FINANCIAL SECURITIES LTD.
2	DEEPA BAJAJ	38	BAJAJ FINANCIAL SOLUTIONS LTD.
3	GEETIKA BAJAJ	39	BAJAJ FINSERV LTD.
4	KIRAN BAJAJ	40	BAJAJ HOLDINGS & INVESTMENT LTD.
5	KRITI BAJAJ	41	BAJAJ INTERNATIONAL PVT LTD.
6	KUMUD BAJAJ	42	BAJAJ SEVASHRAM PVT. LTD.
7	MADHUR BAJAJ	43	BARODA INDUSTRIES PVT. LTD.
8	MINAL BAJAJ	44	HERCULES HOISTS LTD.
9	NIMISHA BAJAJ	45	HIND MUSAFIR AGENCY LTD.
10	NIRAJ BAJAJ	46	JAMNALAL SONS PVT LTD.
11	NIRAVNAYAN BAJAJ	47	KAMALNAYAN INVESTMENT & TRADING PVT LTD
12	POOJA BAJAJ	48	MADHUR SECURITIES PVT LTD
13	RAHULKUMAR BAJAJ	49	MUKAND ENGINEERS LTD.
14	RAJIVNAYAN BAJAJ	50	MUKAND LTD
15	RISHAB BAJAJ	51	NIRAJ HOLDINGS PVT LTD
16	RUPARANI BAJAJ	52	RAHUL SECURITIES PVT LTD
17	SANJALI BAJAJ	53	SANRAJ NAYAN INVESTMENTS PVT LTD
18	SANJIVNAYAN BAJAJ	54	SHEKHAR HOLDINGS PVT LTD
19	SHEFALI BAJAJ	55	SHISHIR HOLDINGS PVT LTD
20	SHEKHAR BAJAJ	56	THE HINDUSTAN HOUSING CO LTD
21	SIDDHANT BAJAJ	57	ANANT TRADING COMPANY
22	SUNAINA KEJRIWAL	58	BACHHRAJ TRADING COMPANY
23	MANISH KEJRIWAL	59	BAJAJ TRADING COMPANY
24	ARYAMAN KEJRIWAL	60	RISHAB TRADING COMPANY
25	NEELIMA BAJAJ SWAMY	61	ANANT TRUST
26	ADITYA SWAMY	62	ARYAMAN TRUST
27	BACHHRAJ AND COMPANY PVT LTD	63	DEEPA TRUST
28	BACHHRAJ FACTORIES PVT. LTD.	64	GEETIKA TRUST
29	BAJAJ ALLIANZ FINANCIAL DISTRIBUTORS LTD	65	KRITI TRUST
30	BAJAJ ALLIANZ GENERAL INSURANCE COMPANY LTD.	66	MINAL TRUST
31	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	67	NEELIMA TRUST
32	BAJAJ AUTO EMPLOYEES' WELFARE FUNDS	68	NIMISHA TRUST
33	BAJAJ AUTO FINANCE LTD.	69	NIRAVNAYAN TRUST
34	BAJAJ AUTO HOLDINGS LTD	70	RISHABNAYAN TRUST
35	BAJAJ AUTO LTD.	71	SANJALI TRUST
36	BAJAJ ELECTRICALS LTD.	72	SIDDHANT TRUST

Note : Shareholdings of HUF's are held in the names of the respective individuals in the capacity of Karta. Hence HUF's are not separately listed hereinabove.

**AUDITORS' REPORT TO THE MEMBERS OF THE HINDUSTAN HOUSING COMPANY
LIMITED**

1. We have audited the attached Balance Sheet of The Hindustan Housing Company Limited as at 31st March, 2010, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - (e) On the basis of written representations received from the directors, as on 31st March, 2010 and taken on record by the Board of Directors, none of the directors is disqualified

as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

- (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner, the information required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Dalal & Shah
Firm Registration Number: 102021W
Chartered Accountants

S.Venkatesh
Partner
Membership Number: 037942

Mumbai: 13th August, 2010

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As explained to us, fixed assets are physically verified by the Management once every two years, which, in our opinion, is reasonable, looking to the size of the Company and the nature of assets. According to the information and explanations given to us, no such verification was conducted during the year.

(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.
2. The Company does not have any inventory.
3. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.

(b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. The Company does not have any Inventory and there were no sale of goods during the year. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, no major weaknesses have been noticed or reported.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Act and exceeding the value of Rupees Five Lac in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public within the meaning of Section 58A of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed