

NOTICE

NOTICE is hereby given that the Seventy Fifth Annual General Meeting of the Members of The Hindustan Housing Company Ltd. will be held on Friday, 26th August, 2011, at 4.00 p.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, 2011 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 Niraj Bajaj, who retires by rotation and being eligible offers himself for reappointment.
3. To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT M/s K.K. Mankeshwar & Co., Chartered Accountants (Regn. No.106009W), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. Dalal & Shah, Chartered Accountants (Regn. No.102021W), existing Statutory Auditors of the Company, for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.”

NOTES :

1. **NOTICE** is also hereby given that the Register of Members of the Company will remain closed from 22nd August, 2011 to 26th August, 2011 (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 : 30th June, 2011.

DIRECTORS' REPORT

Your Directors present their Seventy Fifth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2011.

1. **Financial Results :**

	<u>F. Y.</u> <u>2010-2011</u> <u>Rs.</u>	<u>F. Y.</u> <u>2009-2010</u> <u>Rs.</u>
Profit for the year before tax	3,407,888	44,18,652
Less : Provision for Taxation	7,94,294	7,57,344
Profit after tax	2,613,594	36,61,308
<u>Add/(Less) :</u>		
Excess Depreciation Written back in respect of earlier years	----	92,296
Balance brought forward from Previous year	20,817,871	1,70,64,267
Balance available for appropriation	23,431,465	2,08,17,871
<u>Less : Appropriations:</u>		
Proposed Dividend	----	----
Tax on Proposed Dividend	----	----
Transfer to General Reserve	----	----
Balance carried to Balance Sheet	23,431,465	2,08,17,871

2. **Dividend :**

The Board of Directors of the Company do not recommend dividend on Equity Shares for the year ended 31st March, 2011.

3. **Directors :**

Shri Niraj Bajaj, 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, 2011 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 :**

Messrs. Dalal & Shah, Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting. However, they have expressed their desire not to seek re-appointment. The Directors wish to put on record their appreciation for the services rendered by the Auditors.

The Company has received a notice from a member proposing the appointment of Messrs. K.K. Mankeshwar & Co. Chartered Accountants as Statutory Auditors of the Company to hold office from conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting. They have confirmed their eligibility and have given their consent for the proposed appointment. Members are requested to appoint Auditors at the ensuing Annual General Meeting.

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 : 30th June, 2011

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

1	ANANT BAJAJ	39	BAJAJ FINANCE LTD.
2	DEEPA BAJAJ	40	BAJAJ FINANCIAL SECURITIES LTD.
3	GEETIKA BAJAJ	41	BAJAJ FINANCIAL SOLUTIONS LTD.
4	KIRAN BAJAJ	42	BAJAJ FINSERV LTD.
5	KRITI BAJAJ	43	BAJAJ HOLDINGS & INVESTMENT LTD.
6	KUMUD BAJAJ	44	BAJAJ INTERNATIONAL PVT LTD.
7	MADHUR BAJAJ	45	BAJAJ SEVASHRAM PVT. LTD.
8	MINAL BAJAJ	46	BARODA INDUSTRIES PVT. LTD.
9	NIMISHA BAJAJ	47	HERCULES HOISTS LTD.
10	NIRAJ BAJAJ	48	HIND MUSAFIR AGENCY LTD.
11	NIRAVNAYAN BAJAJ	49	JAMNALAL SONS PVT LTD.
12	POOJA BAJAJ	50	KAMALNAYAN INVESTMENT & TRADING PVT LTD
13	RAHUL BAJAJ	51	MADHUR SECURITIES PVT LTD
14	RAJIVNAYAN BAJAJ	52	MUKAND ENGINEERS LTD.
15	RISHAB BAJAJ	53	MUKAND LTD
16	RUPARANI BAJAJ	54	NIRAJ HOLDINGS PVT LTD
17	SANJALI BAJAJ	55	RAHUL SECURITIES PVT LTD
18	SANJIVNAYAN BAJAJ	56	SANRAJ NAYAN INVESTMENTS PVT LTD
19	SHEFALI BAJAJ	57	SHEKHAR HOLDINGS PVT LTD
20	SHEKHAR BAJAJ	58	SHISHIR HOLDINGS PVT LTD
21	SIDDHANT BAJAJ	59	THE HINDUSTAN HOUSING CO LTD
22	SUMAN JAIN	60	ANANT TRADING COMPANY
23	SUNAINA KEJRIWAL	61	BACHHRAJ TRADING COMPANY
24	MANISH KEJRIWAL	62	BAJAJ TRADING COMPANY
25	ARYAMAN KEJRIWAL	63	RISHAB TRADING COMPANY
26	NIRVAAN KEJRIWAL	64	ANANT TRUST
27	NEELIMA BAJAJ SWAMY	65	ARYAMAN TRUST
28	ADITYA SWAMY	66	DEEPA TRUST
29	BACHHRAJ AND COMPANY PVT LTD	67	GEETIKA TRUST
30	BACHHRAJ FACTORIES PVT. LTD.	68	KRITI TRUST
31	BAJAJ ALLIANZ FINANCIAL DISTRIBUTORS LTD	69	MINAL TRUST
32	BAJAJ ALLIANZ GENERAL INSURANCE COMPANY LTD.	70	NEELIMA TRUST
33	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	71	NIMISHA TRUST
34	BAJAJ AUTO EMPLOYEES' WELFARE FUNDS	72	NIRAVNAYAN TRUST
35	BAJAJ AUTO HOLDINGS LTD	73	NIRVAAN TRUST
36	BAJAJ AUTO LTD.	74	RISHABNAYAN TRUST
37	BAJAJ ELECTRICALS LTD. EMPLOYEES' WELFARE FUNDS	75	SANJALI TRUST
38	BAJAJ ELECTRICALS LTD.	76	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 (the "Company") as at March 31, 2011, 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 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 March 31, 2011 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2011 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 March 31, 2011;
 - (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

Mumbai : 30th June, 2011

S. Venkatesh
Partner
Membership Number F- 037942