

NOTICE

NOTICE is hereby given that the Seventy Sixth Annual General Meeting of the Members of The Hindustan Housing Company Ltd. will be held on Friday, 14th September, 2012, 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, 2012 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 Sanjivnayan Bajaj, 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 10th September, 2012 to 14th September, 2012 (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 : 12th July, 2012

DIRECTORS' REPORT

Your Directors present their Seventy Sixth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2012.

1. **Financial Results :**

	<u>F. Y.</u> <u>2011-2012</u> Rs.	<u>F. Y.</u> <u>2010-2011</u> Rs.
Profit for the year before tax	6,420,111	3,407,888
Less : Provision for Taxation	<u>1,502,742</u>	<u>7,94,294</u>
Profit after tax	<u>4,917,369</u>	<u>2,613,594</u>
<u>Add/(Less) :</u>		
Tax in respect of earlier years (Net)	298,290	----
Balance brought forward from Previous year	<u>23,431,465</u>	<u>20,817,871</u>
Balance available for appropriation	<u>28,647,124</u>	<u>23,431,465</u>
<u>Less : Appropriations:</u>		
Proposed Dividend		----
Tax on Proposed Dividend		----
Transfer to General Reserve	<u>23,429,571</u>	----
Balance carried to Balance Sheet	<u>5,217,553</u>	<u>23,431,465</u>

2. **Dividend :**

The Board of Directors of the Company do not recommend dividend on Equity Shares for the year ended 31st March, 2012.

3. **Directors :**

Shri Sanjivnayan 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 :**

M/s K.K. Mankeshwar & Co., Chartered Accountants (Regn. No.106009W) 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.

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

Niraj Bajaj
Chairman

Mumbai : 12th July, 2012

AUDITOR'S REPORT

To The Members of,
THE HINDUSTAN HOUSING COMPANY LIMITED
Mumbai.

We have audited the attached Balance Sheet of **The Hindustan Housing Company Limited**, as at **31st March, 2012** and also the annexed Statement of Profit & Loss and the Cash Flow Statement of the Company for the year ended on that date. 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.

1. We conducted our audit in accordance with the accounting standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material mis-statements. 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 overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 ('the Order') issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we annex hereto a Statement on the matters specified in paragraphs 4 & 5 of the said Order.
3. Further to our comments in the Annexure referred to in Paragraph 2 above, we report that:
 - (i) 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;
 - (ii) 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 the books of the Company;
 - (iii) The Balance Sheet, Statement of Profit & Loss and Cash Flow statement dealt with by this report, are in agreement with the books of account of the Company;
 - (iv) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement together with the Notes thereon dealt with by this Report, comply with the mandatory accounting standards referred to in Section 211 (3C) of the Companies Act, 1956 to the extent applicable;
 - (v) On the basis of written representations received from the Directors of the Company as on 31st March, 2012 and taken on record by the Board of Directors of the Company, we report that no Director is disqualified as on 31st March, 2012 from being appointed as a Director of the Company in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

- (vi) In our opinion, and to the best of our information and according to the explanations given to us, the said financial statements, and read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (a) in the case of the Balance Sheet, of the state of the affairs of the Company as at 31st March, 2012;
 - (b) in the case of the Statement of Profit & Loss, of the Profit for the year ended on that date and;
 - (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date

GIRISH M. PATHAK

Partner

Membership No.: 102016

For & on behalf of

K.K. MANKESHWAR & CO

Chartered Accountants

FRN 106009W

Mumbai dated the 12th July, 2012.

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in our report of even date)

- (i) (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As per the explanation given to us, the Fixed assets were physically verified by the Management in accordance with a regular programme covering all the assets over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets have been physically verified by the management during the year. As per the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on the information and explanations given by the Management and on the basis of audit procedures performed by us, we are of the opinion that the fixed assets disposed off during the year do not constitute a substantial part of fixed assets of the Company and such disposal has not affected the going concern status of the Company.
- (ii) The Company does not have any Inventory. Consequently, clauses (ii) (a) to (ii) (c) of paragraph 4 of the Companies (Auditor's Report) Order are not applicable to the Company.
- (iii) The Company has neither granted nor taken any loans, secured or unsecured, to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Consequently, clauses (iii) (a) to (iii) (g) of Paragraph 4 of the Companies (Auditor's Report) Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that certain items of purchase/services availed are of special nature for which suitable alternative sources are not readily available for obtaining comparable quotations, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act 1956, to the best of our knowledge and belief and according to information and explanations given to us.
 - (a) The particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the Register have been so entered.

- (b) Where each of such transaction is in excess of Rupees Five Lacs in respect of any party, transactions have been made at prices which are *prima facie* reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Companies Act 1956 and the rules framed there under.
- (vii) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
- (viii) (a) According to the information and explanations given to us and the records of the Company examined by the us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Entry Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) According to information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Service Tax, Entry Tax, Cess and other material statutory dues in arrears as on 31st March, 2012 for a period of more than six months from the date they become payable.
- (ix) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (x) On the basis of the records examined by us and the information and explanation given to us, there were no dues to the banks, financial institutions or debenture holders.
- (xi) In our opinion and according to information & explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) In our opinion and according to information & explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments. All the investments are held by the Company, in its own name.
- (xiii) In our opinion and according to information & explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xiv) The Company has not obtained any term loans during the year.
- (xv) On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.