
THE HINDUSTAN HOUSING COMPANY LIMITED



78th Annual Report
2013-2014

THE HINDUSTAN HOUSING COMPANY LIMITED

Board of Directors

Niraj Bajaj - Chairman
Sanjivnayan Bajaj
Vinaya Mehrotra
Vinod Nevatia

Auditors

K. K. Mankeshwar & Co.
Chartered Accountants

Bankers

Central Bank of India

Registered Office

Bajaj Bhawan, 2nd Floor,
Jamnalal Bajaj Marg,
226, Nariman Point,
Mumbai - 400 021.

N O T I C E

NOTICE is hereby given that the Seventy Eighth Annual General Meeting of the Members of The Hindustan Housing Company Ltd. will be held on Friday, 12th September, 2014 at 3:00 p.m. at the Registered Office of the Company at Bajaj Bhawan, 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, 2014 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 (DIN 00059194), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the retiring auditors, M/s K. K. Mankeshwar & Co., Chartered Accountants (Firm Registration No : FRN 106009W), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Seventy Eight Annual General Meeting of the Company subject to ratification by the members at every Annual General Meeting to be held hereafter, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

NOTES :

1. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members of the Company will remain closed from 8th September, 2014 to 12th September, 2014 (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.** A person can act as a proxy on behalf of members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
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 (48) hours before the commencement of the Meeting.
4. Members are requested to notify the change in their address, if any, to the Company immediately.
5. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Pursuant to provisions of Section 139 of the Companies Act, 2013, and the Rules made there under, the current auditors of the Company, M/s K. K. Mankeshwar & Co., Chartered Accountants, are proposed to be appointed for a period of two years up to Year 2016. The appointment of M/s K. K. Mankeshwar & Co., Chartered Accountants, as auditors for two years from the conclusion of the ensuing Annual General Meeting till the conclusion of the Seventy Eighth Annual General Meeting, to be scheduled in the Year 2016 and to fix their remuneration for the Financial Year 2014-2015 has been put up for the approval of the shareholders.

7. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 8th August, 2014 (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services Ltd. (CDSL).

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME"- **The Hindustan Housing Company Ltd.** from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
- For **CDSL** : 16 digits beneficiary ID,
- For **NSDL** : 8 Characters DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB# Dividend Bank Details#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
 - Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘**Password Creation**’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
 - For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - Click on the EVSN for **The Hindustan Housing Company Ltd.**
 - On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate Shareholders.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:**
- Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

General Instructions:-

- (1) The E-voting period begins on 2nd September, 2014 at 9.00 a.m and ends on 4th September, 2014 at 6.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (2) The Company has appointed **Mr. Devendra Kumar Meena**, Practicing Company Secretary, (FCS No. 6102 CP No. 5976), having address as 3/519, Navjeevan Commercial Society, Lamington Road, Near Mumbai Central, Mumbai - 400 008 as the Scrutinizer to the e-voting process, (including voting through Ballot Form received from the Members), to scrutinize the same in a fair and transparent manner.
- (3) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (4) In the event of a poll, please note that the members who have exercised their right to vote by electronic means/through ballot form as above shall not be eligible to vote by way of poll at the Meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).
- (5) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 78th Annual General Meeting of the Company scheduled to be held on Friday, 12th September, 2014. At the said Annual General Meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.hhclbajaj.com and on the website of Bigshare - www.bigshareonline.com within two days of the passing of the resolutions at the 78th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges.
- (6) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Niraj Bajaj
Chairman

Mumbai : 10th July, 2014

DIRECTORS' REPORT

Your Directors present their Seventy Eighth Annual Report and Audited Accounts of the Company for the year ended 31st March, 2014. Since this Report pertains to financial year that commenced prior to 1st April 2014, the contents therein are governed by the relevant provisions/schedules/rules of the Companies Act, 1956, in compliance with General Circular No.08/2014 dated 4th April 2014, issued by the Ministry of Corporate Affairs.

1. Financial Results :

	F. Y. <u>2013-2014</u>	F. Y. <u>2012-2013</u>
	₹	₹
Profit for the year before tax	7,367,141	7,776,813
Less : Provision for Taxation	<u>1,809,395</u>	<u>1,769,554</u>
Profit after tax	5,557,746	6,007,259
<u>Add/(Less) :</u>		
Tax in respect of earlier years (Net)	57,688	-
Balance brought forward from		
Previous year	11,224,812	5,217,553
Balance available for appropriation	<u>16,840,246</u>	<u>11,224,812</u>
<u>Less : Appropriations:</u>		
Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Transfer to General Reserve	<u>(5,000,000)</u>	<u>-</u>
Balance carried to Balance Sheet	<u>11,840,246</u>	<u>11,224,812</u>

2. Dividend :

The Board of Directors of the Company do not recommend dividend on Equity Shares of the Company for the Financial Year ended 31st March, 2014.

3. Directors :

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

The Board of Directors recommends his re-appointment.

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 Directors' 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 and 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, 2014 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. Presentation of Financial Results :

The financial results of the Company for the year ended 31st March 2014 as in the previous year have been disclosed as per the revised Schedule VI to the Companies Act, 1956, pursuant to notification dated 28th February 2011 and General Circular No.8/2014 dated 4th April, 2014 issued by the Ministry of Corporate Affairs.

8. Auditors :

M/s K.K. Mankeshwar & Co., Chartered Accountants (Firm Registration No. 106009W) who are Statutory Auditors of the Company hold office up to the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained a written certificate from M/s. K.K. Mankeshwar & Co. that their appointment, if made, would be in conformity with the limits specified in the said section.

The members are requested to appoint, M/s K.K. Mankeshwar & Co., Chartered Accountants, as auditors for two years from the conclusion of the ensuing annual general meeting till the conclusion of the Seventy Eight Annual General meeting of the Company in the Year 2016 and to fix their remuneration for the year 2014-2015.

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

Niraj Bajaj
Chairman

Mumbai : 28th May, 2014

INDEPENDENT AUDITORS' REPORT

To the Members of The Hindustan Housing Company Limited Report on The Financial Statements

We have audited the accompanying financial statements of M/s The Hindustan Housing Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility For The Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 issued by Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by The Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act 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 affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and 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 for the year ended on that date.