

---

**THE  
HINDUSTAN HOUSING  
COMPANY LIMITED**



**82<sup>nd</sup> Annual Report  
2017-2018**

---

**THE HINDUSTAN HOUSING COMPANY LIMITED**

**Board of Directors** Vinaya Mehrotra – Chairman  
Vinod Nevatia  
Sanjivnayan Bajaj (Upto 17<sup>th</sup> January, 2018)  
Minal Bajaj

**Key Managerial Personnel** Vijay Bohra, Chief Financial Officer  
Pradeep Dhruva, Company Secretary

**Statutory Auditors** K.K. Mankeshwar & Co., Chartered  
Accountants

**Bankers** Central Bank of India

**Registered Office** Bajaj Bhawan, 2<sup>nd</sup> Floor, Jamnalal Bajaj Marg,  
226, Nariman Point, Mumbai - 400021

**Registrar and Share Transfer Agents** Bigshare Services Pvt. Ltd.

Registered Office Address:  
E-2/3, Ansa Industrial Estate,  
Saki-Vihar Road, Saki Naka,  
Andheri (E), Mumbai -400072

Corporate Office Address:  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Apartments,  
Next to Keys Keys Hotel, Marol Maroshi Road,  
Andheri ( E), Mumbai - 400059

**(CIN)** L45200MH1934PLC002346

**Website** [www.hhclbajaj.com](http://www.hhclbajaj.com)

## **NOTICE**

**NOTICE** is hereby given that the Eighty-Second Annual General Meeting of the Members of The Hindustan Housing Company Ltd. will be held on **Friday, 7<sup>th</sup> September, 2018 at 4.00 p.m.** at the Registered Office of the Company at Bajaj Bhawan, 2<sup>nd</sup> floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021, to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Minal Bajaj (DIN: 00222469) who retires by rotation and being eligible, offers herself for reappointment.
3. To fix the remuneration of M/s K. K. Mankeshwar & Co., Statutory Auditors of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the Eightieth Annual General Meeting in respect of appointment of M/s K. K. Mankeshwar & Co., Chartered Accountants (Firm Registration No : FRN 106009W) till the conclusion of the Eighty-Fifth Annual General Meeting of the Company, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditors for the period commencing from the year 2018-2019, until the conclusion of the Eighty-Fifth Annual General Meeting 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 **29<sup>th</sup> August, 2018 to 7<sup>th</sup> September, 2018.**



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 fifty 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. Brief details of the director who is seeking re-appointment are annexed hereto as per requirements of regulation 36(3) of the SEBI (LODR) Regulations, 2015.
5. Members are requested to notify the change in their address, if any, to the Company or the Registrar and Share Transfer Agents viz. Bigshare Services Pvt. Ltd. immediately.
6. 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.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical format can submit their PAN Card details to the Company or Bigshare Services Pvt. Ltd. at their email id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
8. The Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 has prescribed a new format of Register of Members to be maintained in Form MGT-1 which requires the Company / RTA to record additional details of shareholders such as PAN, Email address, Bank Details for payment of dividend, UID Aadhaar No., Nomination Details etc. A Form for recording such additional details is annexed to this Annual Report. Members holding shares in physical form are requested to submit the duly completed forms to the Company or



Bigshare Services Pvt. Ltd. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

9. To receive shareholders' communication through electronic means, including annual reports and notices, members are requested to kindly register/update their e-mail address with their respective Depository Participants, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Bigshare Services Pvt. Ltd. at their e-mail id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
10. Members/Proxies are requested to bring the copies of Annual Reports to the meeting.

#### 11. 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 as amended (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing facility to exercise votes on the items of business given in the Notice through remote electronic voting system to members holding shares as on **1st September, 2018** (End of Day) being the Cut-off date (Record Date for the purpose of Rule 20 (2) (ii) of the Rules) fixed for determining the voting rights of members, entitled to participate in the remote 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:-**

- (i) The voting period begins on **4<sup>th</sup> September, 2018 at 9.00 a.m. and ends on 6<sup>th</sup> September, 2018 at 5.00 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 **1st September 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members

(iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>• 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 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li><li>• In case the sequence 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **THE HINDUSTAN HOUSING COMPANY LTD.**
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.



- (B) The voting period begins **4<sup>th</sup> September, 2018 at 9.00 a.m. and ends on 6<sup>th</sup> September, 2018 at 5.00 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 of **1st September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**For members who wish to vote using Ballot Form:**

Members may fill in the Ballot Forms (in lieu of remote E-voting), enclosed with the Notice and submit the same in a sealed envelope to the Scrutinizer, **M/s Swati Nerurkar & Co., Company Secretaries, (ACS No. 18110 CP No. 8193), C/o Bigshare Services Pvt. Ltd., 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol Andheri (E), Mumbai- 400 059** or to her email: [swati@swatinerurkar.com](mailto:swati@swatinerurkar.com), so as to reach by **5.00 p.m. on 6<sup>th</sup> September 2018**. Ballot Forms received thereafter will strictly be treated as if not received. Unsigned, incomplete, or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

**In the event, a member casts his votes through both the processes i.e. remote E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.**

**General Instructions:-**

- (1) The Company has appointed **M/s Swati Nerurkar & Co., Company Secretaries, (ACS No. 18110, CP No. 8193),** having address as **A/803, Trishla Tower, Ram Mandir Road, Vazira Naka, Borivali (West), Mumbai-400092** 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.
- (2) The Scrutinizer shall, after the closure of remote 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.

- (3) 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).
- (4) The members who have not exercised their right to vote through remote E-voting, and have not submitted Ballot Forms (in lieu of E-voting) so as to reach the Scrutinizer before 5.00 p.m. on 6<sup>th</sup> September, 2018, will be given Ballot papers to cast their vote at the venue of the AGM.
- (5) The Scrutinizer shall submit his report to the Chairman, who shall declare the result of the voting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.hhclbajaj.com](http://www.hhclbajaj.com) and on the website of Bigshare - [www.bigshareonline.com](http://www.bigshareonline.com) within two days of the passing of the resolutions at the 82<sup>nd</sup> Annual General Meeting of the Company and shall also be communicated to the BSE Ltd.

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

Pradeep Dhruva  
Company Secretary

Mumbai: 29<sup>th</sup> May, 2018