
**THE
HINDUSTAN HOUSING
COMPANY LIMITED**



**84th Annual Report
2019-2020**

THE HINDUSTAN HOUSING COMPANY LIMITED

CIN : L45200MH1934PLC002346

84th ANNUAL REPORT 2019 - 2020

BOARD OF DIRECTORS

Vinod Nevatia – Chairman
Minal Bajaj - Executive Director
Rakesh Gupta – Director
Nikhil Tarkas – Director

KEY MANAGERIAL PERSONNEL

Vijay Bohra, Chief Financial Officer
Bhushan Ashok Koli – Company
Secretary

STATUTORY AUDITOR

K.K. Mankeshwar & Co., Chartered
Accountants

SECRETARIAL AUDITOR

Swati Nerurkar & Co.

BANKER

Central Bank of India

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

REGISTERED OFFICE

Bajaj Bhawan, 2nd Floor, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021

Website: www.hhclbajaj.com

NOTICE

NOTICE is hereby given that the Eighty-Fourth Annual General Meeting of the Members of The Hindustan Housing Company Ltd. will be held on Wednesday, **30th September, 2020 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 Financial Statements of the Company for the Financial Year ended on 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Minal Bajaj (DIN: 00222469) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of **Nikhil Tarkas (DIN: 00338087) as a Director 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 149(1), 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any statutory modifications thereof, Nikhil Tarkas (DIN: 00338087) who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company with effect from 3rd February, 2020 and who vacates his office at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Nikhil Tarkas be paid such fees by way of remuneration for attending the meetings of the Board or any Committees thereof as may be decided by the Board of Directors of the Company from time to time and subject to such limit as have been prescribed or may be prescribed in this behalf from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and cause to be done all such acts, deeds matters and things as it may, in its absolute discretion deem it to be

necessary, proper or expedient and to take all such steps as may be necessary to give effect to this Resolution."

NOTES:

1. Pursuant to the provisions of Section 91 of the Act, the Register of Members of the Company will remain closed from 23rd September, 2020 to 30th September, 2020.
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. The Company is maintaining, inter-alia, the following statutory registers at its registered office at Nariman Point, Mumbai-400-021 :
 - (a) Register of Contracts or Arrangements in which the Directors of the Company are interested under Section 189 of the Act and
 - (b) Register of Directors and Key Managerial Personnel and their Shareholdings in the Company under Section 170 of the Act.

The said Registers are open for inspection by the members at the registered office of the Company during business hours on all working days till the date of the annual general meeting and will remain open for inspection to any member during the continuance of the meeting.

5. Brief details of the Director who is seeking re-appointment are annexed hereto as per the requirements of Regulation 36(3) of the SEBI Listing Regulations and as per the provisions of the Act.
6. Explanatory Statement pursuant to Section 102 of the Act is annexed hereto and forms part of this Notice.
7. 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.

8. Corporate members are requested to send in advance, a duly certified true copy of the Board Resolution/Power of Attorney authorizing their representative to attend the AGM.
9. 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.
10. 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 available on the website of the Company. Members holding shares in physical form are requested to download the Form and submit the duly completed form 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.
11. 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.

Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No. They are also requested to bring their copies of the Annual Report to the meeting.

12. In line with the Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA), the Notice calling the AGM has been uploaded on the website of the Company at www.hhclbajaj.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (the agency appointed by the Company for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

13. Having regard to the exigent circumstances and Circular No. 40-3/2020-DM-1(A) dated 29th August 2020 issued by the Ministry of Home Affairs, Government of India, all attendees to the Meeting shall be required to comply with the National Directives for COVID-19 and the guidelines stipulated in the said Circular dated 29th August 2020 or any amendment thereto or updation thereof, including but not limited to, mandatory wearing of face covering/face mask, undergoing thermal screening, hand washing or sanitizing and maintaining social distancing norms (minimum of 6 feet) at the meeting. The Company will comply with, all and singular, the aforesaid guidelines for conducting a physical meeting of the members.
14. In terms of Sections 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial Statements, Board Report etc. by electronic mode. Pursuant to the said provisions of the Act read with the MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2019-2020 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for the FY 2019-2020 will also be available on the Company's website at www.hhclbajaj.com, website of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com and on the website of Bigshare at www.bigshareonline.com.

15. 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 Listing 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 **23rd September, 2020** (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). For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting agency.

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

- (i) The voting period begins on **27th September, 2020 at 9.00 a.m. and ends on 29th September, 2020 at 5.00 p.m.** During these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of **23rd September, 2020**, 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
- (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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's

EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 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:

| | For Members holding shares in Demat Form and Physical Form |
|------------------------|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details | 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. |
| OR Date of Birth (DOB) | <ul style="list-style-type: none">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). |

- (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**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote 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 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.
 - 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 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; swati@swatinerurkar.com and bhushan@bajajgroup.net.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xx) The voting period begins **27th September, 2020 at 9.00 a.m. and ends on 29th September, 2020 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 **23rd September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xxi) 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.

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., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai- 400-059** or to her email: swati@swatinerurkar.com, so as to reach by 5.00 p.m. on **29th September, 2020**. 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- 400-092** 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 29th September, 2020, will be given Ballot papers to cast their vote at the venue of the AGM.
- (5) The Scrutinizer shall submit her report to the Chairman, who shall declare the result of the voting. The results declared along with the Scrutinizers' 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 84th Annual General Meeting of the Company and shall also be communicated to BSE Ltd.

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

Bhushan Koli
Company Secretary
(ACS : 43627)

Mumbai: 31st August, 2020

Note: This Notice has been issued pursuant to the authority conferred on the Company Secretary by the Board of Directors of the Company at its Meeting held on 30th June 2020.