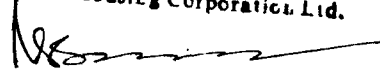


**ANNUAL REPORT**  
**11th 2005-2006**

Report  junction.com

For Indo-Asian Housing Corporation Ltd.



Managing Director



**INDO-ASIAN HOUSING CORPORATION LIMITED**

Registered Office : Flat No. 507, Bharadwaja Complex, 16-11-577,  
Dilshuknagar, Hyderabad - 500 060.

## INDO-ASIAN HOUSING CORPORATION LIMITED

### BOARD OF DIRECTORS :

SHRI. P. SREENIVASA IYYENGAR  
 SHRI. DR. D. RANGA PRASAD  
 SHRI. D. SURENDRA RAO  
 SHRI. S.G.K. MURTHY  
 SHRI. C. JAGAN MOHAN REDDY  
 SHRI. V. GOPALAKRISHNAN  
 SHRI. N.V.K. GOPALAKRISHNA MURTHY

MANAGING DIRECTOR  
 JT. MANAGING DIRECTOR  
 DIRECTOR  
 DIRECTOR - APPOINTED w.e.f. 28-01-2006  
 DIRECTOR - APPOINTED w.e.f. 28-01-2006  
 DIRECTOR - RESIGNED w.e.f. 28-01-2006  
 DIRECTOR - RESIGNED w.e.f. 28-01-2006

### AUDITORS :

M/S S. RAMESH BABU & CO.  
 CHARTERED ACCOUNTANTS  
 SECUNDERABAD.



### BANKERS :

PUNJAB & SIND BANK  
 ICICI BANK

### SHARE TRANSFER AGENTS :

M/S VENTURE CAPITAL AND  
 CORPORATE INVESTMENTS LTD.  
 6-2-913/914, 3rd Floor,  
 Progressive Towers, Khairatabad,  
 Hyderabad - 500 004.

### ADMN. & REGISTERED OFFICE :

Flat No. 507, Bharadwaja Complex,  
 16-11-577, Dilshuknagar,  
 Hyderabad - 500 060.

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# INDO-ASIAN HOUSING CORPORATION LIMITED

## **NOTICE**

Notice is hereby given that the Eleventh Annual General Meeting of the members of INDO-ASIAN HOUSING CORPORATION LIMITED, will be held on Saturday, the 30<sup>th</sup> September, 2006 at 10.00 A.M. at Sri Thyagaraya Gana Sabha, Chikkadapally, Hyderabad-500 020 to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Accounts of the company for the year ended 31-03-2006 and the reports of Directors and Auditors thereon.
2. To appoint a Director in Place of Sri Dr. D. Ranga Prasad who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s. S. Ramesh Babu & Co., Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS**

4. To consider, and if thought fit, to pass with or with out modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT Sri S.G.K. Murthy who was appointed as Additional Director of the Company on 28-01-2006 under Article No. 94 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, and he shall be liable to retirement of Directors by rotation"

5. To consider, and if thought fit, to pass with or with out modification(s) the following resolution as an Ordinary Resolution.

"RESOLVED THAT Sri C. JAGAN MOHAN REDDY who was appointed as Additional Director of the Company on 28-01-2006 under Article No. 94 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, and he shall be liable to retirement of Directors by rotation".

//BY ORDER OF THE BOARD//  
for INDO-ASIAN HOUSING CORPN. LTD.

Place:Hyderabad  
Date :30-06-2006

Sd/-xx xx xx.,  
(P.SREENIVASA IYYENGAR)  
Managing Director.

### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the time fixed for holding the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2006 to 30<sup>th</sup> September, 2006 (both days inclusive)
3. The Company has entered into necessary arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the shareholders to dematerialize their shareholding in the Company, for which they may contact the depository participants of either of the Depositories. It may be noted that the shares of the Company have been included in the list of securities for compulsory trading in dematerialized form for all investors. Shareholders are, therefore, advised to

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dematerialize their shareholding to avoid inconvenience in future.

4. Members are requested to notify the change of address, if any, to the Company/Share Transfer Agents quoting Register Folio number.
5. Under Section 109A of the Companies Act, 1956 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.28 in duplicate (which will be made available on request) to M/s. Venture Capital and Corporate Investments Ltd.
6. Members desiring to seek any information on the annual accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made readily available at the meeting.
7. All communications relating to shares may be addressed to Company's Share Transfer Agents (Physical and Electronic) at the following address. M/s. Venture Capital and Corporate Investments Ltd., 6-2-913/914, 3<sup>rd</sup> Floor, Progressive Towers, Khairatabad, HYDERABAD-500 004.
8. Corporate Members are requested to send a duly certified, copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
9. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting as the same will not be distributed at the meeting hall.
10. Explanatory statement pursuant to Sec. 173(2) of the Companies Act, 1956 for item No. 4 and 5 of the above notice.

In terms of Sec. 260 of the Companies Act, 1956 and article 94 of the Articles of the Association of the Company the Board of Directors at its meeting held on 28<sup>th</sup> January, 2006, appointed Mr. S. Gopala Krishna Murthy and Sri C. Jagan Mohan Reddy as Additional Directors on the Board of the Company to hold office up to the date of this Annual General Meeting.

Mr. S. G.K. Murthy is a Senior Retired Banker and his experience and knowledge will be of immense benefit to the Company. Further Sri C. Jagan Mohan Reddy is a Retired General Manager of Andhra Pradesh State Financial Corporation (APSFC) and his vast experience and knowledge will be of immense benefit to the company.

Notices as required under section 257 of the Companies Act, 1956 together with the requisite deposit has been received from the members proposing the appointment of Mr. S.G.K. Murthy and Mr. C. Jagan Mohan Reddy as Directors of the Company, liable to retire by rotation in terms of the provisions of the Articles of Association of the Company.

None of the Directors of the Company except Mr. S.G.K. Murthy and Mr. C. Jagan Mohan Reddy are concerned or interested in the above Resolutions individually in respect of item no. 4 and 5 respectively.

The Board commends the proposed Resolutions stated at item No. 4 and 5 of the above notice for your approval.

//BY ORDER OF THE BOARD//  
for INDO-ASIAN HOUSING CORPN. LTD.

Place:Hyderabad  
Date :30-06-2006

Sd/-xx xx xx.,  
(P.SREENIVASA IYYENGAR)  
Managing Director.



## INDO-ASIAN HOUSING CORPORATION LIMITED

### **'DIRECTORS' REPORT TO THE SHAREHOLDERS**

Your Directors have pleasure in presenting the Eleventh Annual Report together with the Audited Accounts for the year ended 31.03.2006.

#### **1. Performance and Future outlook**

- a) During this year under review the company has done a turn over of Rs.128.42 lakhs.
- b) In respect of its Farm land project, the Company could not Progress well in this direction by virtue of the regulations of the Government by which the lands are covered under the draft Notification of Hyderabad Airport Development Authority (HADA). As such the Company kept the proposal in abeyance for time being.
- c) During the year under review the Company has made a cash profit of Rs. 8.19 Lakhs before depreciation and preliminary and pre operative expenses.
- d) Considering market conditions and financial resources, your company is steadily moving ahead in achieving its goals and expect to have better results in coming years.

#### **2. Financial Results:**

The financial results of the Company for the year are as under

(Rs.in lacs)

	31.03.2006	31-03-2005
Profit before depreciation and Amortization of preliminary and Public issue expenses.	8.19	4.98
Depreciation written off	0.30	0.38
Operating Profits	7.89	4.60
Preliminary & Public issue expenses written off	4.22	4.22
Profit / Loss before adjustments	3.67	0.38
Adjustments – Deferred tax Asset	0.04	0.01
Net Profit	3.71	0.39
Loss Brought forward from previous year	(56.61)	(57.00)
Net loss carried to Balance Sheet	(52.90)	(56.61)

#### **3. Fixed Deposits**

The Company has not accepted any deposits during the year under the provisions of Section 58A of the Companies Act, 1956, and read with the Company (Acceptance of deposits) rules 1975 as amended from time to time.

#### **4. Personnel:**

Particulars of employees as required under the provisions of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) rules 1975 are NIL. The employee relations during the period under review were cordial and harmonious.

#### **5. Directors:**

Dr. D. Ranga Prasad, Director of the Company Retires at this Annual General Meeting by rotation and being eligible offer him self for re-appointment. Sri V. Gopala Krishnan and Sri N.V.K. Gopala Krishna Murthy resigned from the Directorships of the Company w.e.f. 28-01-2006 and your board acknowledges the valuable contribution made by them during their tenure as Directors of the Company.

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Sri S.G.K. Murthy and Sri C. Jagan Mohan Reddy were appointed as Directors of the Company to hold office up to the date of this Annual General Meeting. The Company has received notices under section 257 of the Companies Act, 1956 proposing their appointments as Directors of the Company liable to retire by rotation.

### 6. Directors Responsibility statement:

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibilities statement it is hereby confirmed.

- (i) That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2006 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (ii) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- (iii) That the directors had 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.
- (iv) That the directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2006 on a "going concern" basis.

### 7. Conservation of energy and technology absorption:

As the Company is engaged in Housing Development and Farmlands Development Activity, the operations of the Company involve only low energy consumption. However all possible measures have been taken to reduce energy consumption. The Company has also taken up adequate measures for the innovation, adoption and absorption of technology in construction and developmental activities. The provisions of section 217 (1) (e) of the Companies Act, 1956 are not applicable.

### 8. Foreign Exchange:

There are no earnings and out go of foreign exchange.

### 9. Corporate Governance:

Pursuance to clause 49 of the listing agreement, a report on corporate governance is given as annexure to this report. The certificate of the Company's Auditors, M/s. S. Ramesh Babu & Co., Chartered Accountants, confirming compliance of conditions of corporate governance as stipulated under clause 49 of the listing agreement with the Stock Exchanges in India, is annexed to the report on corporate governance.

### 10. Auditors:

The Auditors M/s. S. Ramesh Babu & Co., Chartered Accountants retire at the Annual General Meeting and they are eligible for reappointment.

### 11. Acknowledgement:

Your Directors are grateful to the financial institutions for the valuable support extended by them and wish to thank all the members of the Company and place on record their appreciation and of the continued support from all the employees of the Company.

By and on behalf of the Board

Sd/-xx xx xx  
(P. SREENIVASA IYYENGAR)  
Chairman.

Place : Hyderabad  
Date : 30-06-2006



# INDO-ASIAN HOUSING CORPORATION LIMITED

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of the listing agreement)

In compliance with clause 49 of the listing agreement with Stock Exchanges the Company submits the report on the matters mentioned in the said clause and the practices followed by the Company.

### 1. Company's Philosophy on code of governance

The Company's Philosophy on corporate governance is aimed at Assisting the Board of Directors of the Company in the efficient conduct of its business and in meeting its obligations to shareholders. The Company has taken several steps towards compliance with requirement in this regard.

### 2. Board of Directors

#### a) Constitution and size of the board.

The present strength of the board is Five directors. The board comprises of two Executive and three Non Executive Directors. The non executive directors, are external and independent and have wider perspective in the boards deliberations and decisions.

None of the directors are related to any other director. None of the directors received any loans and advances from the Company during the year.

#### b) The Company held Seven Board meetings during the year and they are as under:

- |                                |                                  |                                   |
|--------------------------------|----------------------------------|-----------------------------------|
| 1. 1 <sup>st</sup> APRIL, 2005 | 2. 30 <sup>th</sup> April, 2005  | 3. 30 <sup>th</sup> June, 2005    |
| 4. 31 <sup>st</sup> July, 2005 | 5. 30 <sup>th</sup> August, 2005 | 6. 29 <sup>th</sup> October, 2005 |
|                                |                                  | 7. 28 <sup>th</sup> January, 2006 |

#### c) Attendants of Directors at board meetings; AGM; and committees where is a director or a member.

Name	Category of Directorship	Particulars of Attendance		Number of other directorship and committee Membership & Directorship	Committee	
		Board	Last AGM		Member	Chairman
Sri P. Sreenivasa Iyyengar	Managing Director	7	YES	1	-	-
D. Ranga Prasad	Jt. M.D.	7	YES	-	-	-
V. Gopapa Krishnan @	N.E.D. - I	4	YES	-	3	1
N.V.K. Gopala Krishna Murthy @	N.E.D. - I	5	YES	-	3	1
D. Surendra Rao	N.E.D. - I	7	YES	-	3	1
*P. Vijayasri	N.E.D.	3	NO	-	-	-
**C. Jagan Mohan Reddy	N.E.D.-I	1	-	-	3	1
**S. Gopala Krishna Murthy	N.E.D-I	1	-	-	3	1

\* Resigned from the Directorship w.e.f. 30th August, 2005.

@ Resigned from the Directorship w.e.f. 29th January, 2006.

\*\* Appointed as Directors w.e.f. 28th January, 2006

\* N.E.D.- I - Non Executive Director - Independent.